



\$611,324,356

Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**

Ginnie Mae REMIC Trust 2010-064

The Securities

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

The Ginnie Mae Guaranty

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.

See "Risk Factors" beginning on page S-9 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be May 28, 2010.

You should read the Base Offering Circular as well as this Supplement.

The securities are exempt from registration under the Securities Act of 1933 and are "exempted securities" under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
CZ(1)	\$ 4,229,076	5.000%	SUP	FIX/Z	38377EY81	May 2040
PD	20,000,000	3.625	PAC/AD	FIX	38377EY99	May 2040
PS(1)	13,750,000	(5)	NTL (PAC/AD)	INV/IO	38377EZ23	May 2040
TI(1)	13,750,000	(5)	NTL (PAC/AD)	INV/IO	38377EZ31	May 2040
TZ(1)	26,000	5.000	PAC/AD	FIX/Z	38377EZ49	May 2040
YF(1)	13,750,000	(5)	PAC/AD	FLT	38377EZ56	May 2040
Security Group 2						
FY	100,000,000	(5)	PT	FLT	38377EZ64	May 2040
IC(1)	23,374,320	(5)	NTL (SUP)	INV/IO	38377EZ72	May 2040
IP(1)	76,625,680	(5)	NTL (PAC)	INV/IO	38377EZ80	May 2040
OC(1)	9,349,728	0.000	SUP	PO	38377EZ98	May 2040
OP(1)	30,650,272	0.000	PAC	PO	38377E2A1	May 2040
Security Group 3						
AD(1)	135,287,424	4.500	SEQ/AD	FIX	38377E2B9	October 2034
EF	33,821,856	(5)	SEQ/AD	FLT	38377E2C7	October 2034
ES	33,821,856	(5)	NTL (SEQ/AD)	INV/IO	38377E2D5	October 2034
Z	20,000,000	5.000	SEQ	FIX/Z	38377E2E3	May 2040
Security Group 4						
IJ(1)	905,800	5.000	NTL (PAC I)	FIX/IO	38377E2F0	September 2034
JA	49,317,000	3.500	PAC I	FIX	38377E2G8	July 2033
JB	9,058,000	4.500	PAC I	FIX	38377E2H6	September 2034
JC	22,705,000	5.000	PAC I	FIX	38377E2J2	May 2037
JD	13,389,000	5.000	PAC I	FIX	38377E2K9	October 2038
JE	17,195,000	5.000	PAC I	FIX	38377E2L7	May 2040
JI(1)	14,795,100	5.000	NTL (PAC I)	FIX/IO	38377E2M5	July 2033
JT	15,766,000	5.000	PAC II/AD	FIX	38377E2N3	May 2040
JZ	20,570,000	5.000	SUP	FIX/Z	38377E2P8	May 2040
Security Group 5						
F	20,552,013	(5)	PAC/AD	FLT	38377E2Q6	August 2036
NB	10,245,840	5.000	PAC/AD	FIX	38377E2R4	December 2038
NP	27,402,684	3.500	PAC/AD	FIX	38377E2S2	August 2036
S	20,552,013	(5)	NTL (PAC/AD)	INV/IO	38377E2T0	August 2036
ZU(1)	5,117,584	5.000	SUP	FIX/Z	38377E2U7	May 2040
ZY(1)	1,681,879	5.000	PAC/AD	FIX/Z	38377E2V5	May 2040
Security Group 6						
AB(1)	11,210,000	3.750	SEQ	FIX	38377E2W3	September 2034
AH	10,000,000	3.500	SEQ	FIX	38377E2X1	September 2034
B	10,000,000	4.500	SEQ	FIX	38377E2Y9	May 2040
IB	4,090,555	4.500	NTL (SEQ)	FIX/IO	38377E2Z6	September 2034
Residual						
RR	0	0.000	NPR	NPR	38377E3A0	May 2040

- (1) These Securities may be exchanged for MX Securities described in Schedule I.
- (2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

AVAILABLE INFORMATION

You should purchase the securities only if you have read and understood the following documents:

- this Offering Circular Supplement (this “Supplement”) and
- the Base Offering Circular.

The Base Offering Circular is available on Ginnie Mae’s website located at <http://www.ginniemae.gov>.

If you do not have access to the internet, call The Bank of New York Mellon, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular.

Please consult the standard abbreviations of Class Types included in the Base Offering Circular as Appendix I and the Glossary included in the Base Offering Circular as Appendix II for definitions of capitalized terms.

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TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

Sponsor: J.P. Morgan Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 28, 2010

Distribution Dates: For the Group 6 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in June 2010. For the Group 1, 2, 3, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2010.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae II	5.0%	30
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae II	5.0%	30
6	Ginnie Mae I	4.5%	30

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$ 38,005,076	358	2	5.292%
Group 2 Trust Assets \$140,000,000	358	2	5.292%
Group 3 Trust Assets \$189,109,280	357	3	5.292%
Group 4 Trust Assets \$148,000,000	358	2	5.289%

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 5 Trust Assets			
\$ 65,000,000	357	3	5.350%
Group 6 Trust Assets			
\$ 31,210,000	346	12	5.000%

¹ As of May 1, 2010.

² Does not include the Group 2 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 1, 2, 3, 4 and 5 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3, 4 and 5 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement.

Issuance of Securities: The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See *“Description of the Securities — Form of Securities”* in this Supplement.

Modification and Exchange: If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. See *“Description of the Securities — Modification and Exchange”* in this Supplement.

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, Interest Only or Inverse Floating Rate Class. See *“Description of the Securities — Form of Securities”* in this Supplement.

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
EF	LIBOR + 0.40%	0.68000%	0.40%	7.00%	0	0.00%
ES	6.60% – LIBOR	6.32000%	0.00%	6.60%	0	6.60%
F	LIBOR + 0.50%	0.72900%	0.50%	7.00%	0	0.00%
FY	LIBOR + 0.50%	0.78000%	0.50%	7.00%	0	0.00%
IC	6.50% – LIBOR	6.22000%	0.00%	6.50%	0	6.50%
IP	6.50% – LIBOR	6.22000%	0.00%	6.50%	0	6.50%
PF	LIBOR + 0.50%	0.77766%	0.50%	7.00%	0	0.00%
PS	6.50% – LIBOR	6.22234%	0.00%	6.50%	0	6.50%
S	6.50% – LIBOR	6.27100%	0.00%	6.50%	0	6.50%
SC	16.25% – (LIBOR x 2.50)	15.55000%	0.00%	16.25%	0	6.50%
SD	6.50% – LIBOR	6.22000%	0.00%	6.50%	0	6.50%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
SG	6.50% – LIBOR	6.22000%	0.00%	6.50%	0	6.50%
SP	16.25% – (LIBOR x 2.50)	15.55000%	0.00%	16.25%	0	6.50%
SQ	6.50% – LIBOR	6.22000%	0.00%	6.50%	0	6.50%
SY	6.50% – LIBOR	6.22000%	0.00%	6.50%	0	6.50%
TI	6.55% – LIBOR	0.05000%	0.00%	0.05%	0	6.55%
XS	16.25% – (LIBOR x 2.50)	15.55000%	0.00%	16.25%	0	6.50%
YF	LIBOR + 0.45%	0.72766%	0.45%	7.00%	0	0.00%
YS	6.55% – LIBOR	6.27234%	0.00%	6.55%	0	6.55%

- (1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

Allocation of Principal: On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the CZ and TZ Accrual Amounts will be allocated as follows:

- The TZ Accrual Amount in the following order of priority:
 1. Concurrently, to PD and YF, pro rata, until retired
 2. To TZ, until retired
- The Group 1 Principal Distribution Amount and CZ Accrual Amount in the following order of priority:
 1. To the Group 1 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to PD and YF, pro rata, until retired
 - b. To TZ, until retired
 2. To CZ, until retired
 3. To the Group 1 PAC Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) will be allocated, concurrently, as follows:

1. 71.4285714286% to FY, until retired
2. 28.5714285714% in the following order of priority:
 - a. To OP, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To OC, until retired
 - c. To OP, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the Z Accrual Amount will be allocated in the following order of priority:

1. Concurrently, to AD and EF, pro rata, until retired
2. To Z, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the JZ Accrual Amount will be allocated as follows:

- The JZ Accrual Amount in the following order of priority:
 1. To JT, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To JZ, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to JA, JB, JC, JD and JE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To JT, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To JZ, until retired
 4. To JT, without regard to its Scheduled Principal Balance, until retired
 5. Sequentially, to JA, JB, JC, JD and JE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the ZU and ZY Accrual Amounts will be allocated as follows:

- The ZY Accrual Amount in the following order of priority:
 1. Concurrently, to F and NP, pro rata, until retired
 2. Sequentially, to NB and ZY, in that order, until retired
- The Group 5 Principal Distribution Amount and ZU Accrual Amount in the following order of priority:
 1. To the Group 5 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to F and NP, pro rata, until retired
 - b. Sequentially, to NB and ZY, in that order, until retired
 2. To ZU, until retired
 3. To the Group 5 PAC Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated in the following order of priority:

1. Concurrently, to AB and AH, pro rata, until retired
2. To B, until retired

Scheduled Principal Balances: The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges:

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes	
JA, JB, JC, JD and JE (in the aggregate)	115% PSA through 250% PSA
PAC II Class	
JT	165% PSA through 250% PSA
PAC Classes	
PD, TZ and YF (in the aggregate)	277% PSA through 375% PSA
OP	120% PSA through 250% PSA
F, NB, NP and ZY (in the aggregate)	350% PSA through 430% PSA

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI.....	\$121,758,681	90% of AD (SEQ/AD Class)
ES.....	33,821,856	100% of EF (SEQ/AD Class)
IA.....	1,868,333	16.666666667% of AB (SEQ Class)
IB.....	\$ 1,868,333	16.666666667% of AB (SEQ Class)
	<u>2,222,222</u>	22.222222222% of AH (SEQ Class)
	<u>\$ 4,090,555</u>	
IC.....	\$ 23,374,320	250% of OC (SUP Class)
IJ.....	905,800	10% of JB (PAC I Class)
IP.....	76,625,680	250% of OP (PAC Class)
JL.....	14,795,100	30% of JA (PAC I Class)
QI.....	\$ 14,795,100	30% of JA (PAC I Class)
	<u>905,800</u>	10% of JB (PAC I Class)
	<u>\$ 15,700,900</u>	
PS.....	\$ 13,750,000	100% of YF (PAC/AD Class)
S.....	20,552,013	100% of F (PAC/AD Class)
SY.....	\$ 23,374,320	250% of OC (SUP Class)
	<u>76,625,680</u>	250% of OP (PAC Class)
	<u>\$100,000,000</u>	
TI.....	\$ 13,750,000	100% of YF (PAC/AD Class)
YS.....	13,750,000	100% of YF (PAC/AD Class)

Tax Status: Double REMIC Series. See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

Regular and Residual Classes: Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

RISK FACTORS

You should purchase securities only if you understand and are able to bear the associated risks. The risks applicable to your investment depend on the principal and interest type of your securities. This section highlights certain of these risks.

The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities. The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the related trust assets. Any historical data regarding mortgage loan prepayment rates may not be indicative of the rate of future prepayments on the underlying mortgage loans, and no assurances can be given about the rates at which the underlying mortgage loans will prepay. We expect the rate of principal payments on the underlying mortgage loans to vary. Borrowers generally may prepay their mortgage loans at any time without penalty.

Rates of principal payments can reduce your yield. The yield on your securities probably will be lower than you expect if:

- you bought your securities at a premium (interest only securities, for example) and principal payments are faster than you expected, or
- you bought your securities at a discount (principal only securities, for example) and principal payments are slower than you expected.

In addition, if your securities are interest only securities or securities purchased at a significant premium, you could lose money on your investment if prepayments occur at a rapid rate.

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to or less than any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of

a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

The level of LIBOR will affect the yields on floating rate and inverse floating rate securities. If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate securities; higher levels of LIBOR will generally reduce the yield on inverse floating rate securities. You should bear in mind that the timing of changes in the level of LIBOR may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that LIBOR will remain constant.

An investment in the securities is subject to significant reinvestment risk. The rate of principal payments on your securities is uncertain. You may be unable to reinvest the payments on your securities at the same returns provided by the securities. Lower prevailing interest rates may result in an unexpected return of principal. In that interest rate climate, higher yielding reinvestment opportunities may be limited. Conversely, higher prevailing interest rates may result in slower returns of principal and you may not be able to take advantage of higher yielding investment opportunities. The final payment on your security may occur much earlier than the final distribution date.

Support securities will be more sensitive to rates of principal payments than other securities.

If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC classes, the related support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC classes for that distribution date, this excess will be distributed to the related support classes.

Up to 10% of the mortgage loans underlying the trust assets may consist of higher balance mortgage loans or high balance loans.

Subject to special pooling parameters set forth in the Ginnie Mae Mortgage-Backed Securities Guide, qualifying federally-insured or guaranteed mortgage loans that exceed certain balance thresholds established by Ginnie Mae (“higher balance mortgage loans” or “high balance mortgage loans”) may be included in Ginnie Mae guaranteed pools. There are no historical performance data regarding the prepayment rates for higher balance mortgage loans. If the higher balance mortgage loans prepay faster or slower than expected, the weighted average lives and yields of the related securities are likely to be affected, perhaps significantly. Furthermore, higher balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

The securities may not be a suitable investment for you. The securities, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

In addition, although the sponsor intends to make a market for the purchase and sale of the securities after their initial issuance, it has no obligation to do so. There is no assurance that a secondary market will develop, that any

secondary market will continue, or that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

You will bear the market risks of your investment. The market values of the classes are likely to fluctuate. These fluctuations may be significant and could result in significant losses to you.

The secondary markets for mortgage-related securities have experienced periods of illiquidity and can be expected to do so in the future. Illiquidity can have a severely adverse effect on the prices of classes that are especially sensitive to prepayment or interest rate risk or that have been structured to meet the investment requirements of limited categories of investors.

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See “*Certain Federal Income Tax Consequences*” in this supplement and in the base offering circular.

You are encouraged to consult advisors regarding the financial, legal, tax and other aspects of an investment in the securities. You should not purchase the securities of any class unless you understand and are able to bear the prepayment, yield, liquidity and market risks associated with that class.

The actual characteristics of the underlying mortgage loans will affect the weighted average lives and yields of your securities.

The yield and decrement tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

It is highly unlikely that the underlying mortgage loans will prepay at any of the prepayment rates assumed in this supplement, or at any constant prepayment rate.

THE TRUST ASSETS

General

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions prior to the Closing Date and to sell them to the Trust according to the terms of a Trust Agreement between the Sponsor and the Trustee. The Sponsor will make certain representations and warranties with respect to the Trust Assets. All Trust Assets will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS

The Group 6 Trust Assets are either:

1. Ginnie Mae I MBS Certificates guaranteed by Ginnie Mae, or
2. Ginnie Mae Platinum Certificates backed by Ginnie Mae I MBS Certificates and guaranteed by Ginnie Mae.

Each Mortgage Loan underlying a Ginnie Mae I MBS Certificate bears interest at a Mortgage Rate 0.50% per annum greater than the related Certificate Rate. The difference between the Mortgage Rate and the Certificate Rate is used to pay the related servicers of the Mortgage Loans a monthly servicing fee and Ginnie Mae a fee for its guaranty of the Ginnie Mae I MBS Certificate of 0.44% per annum and 0.06% per annum, respectively, of the outstanding principal balance of the Mortgage Loan.

The Group 1, 2, 3, 4 and 5 Trust Assets are either:

1. Ginnie Mae II MBS Certificates guaranteed by Ginnie Mae, or
2. Ginnie Mae Platinum Certificates backed by Ginnie Mae II MBS Certificates and guaranteed by Ginnie Mae.

Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued prior to July 1, 2003 bears interest at a Mortgage Rate 0.50% to 1.50% per annum greater than the related Certificate Rate. Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued on or after July 1, 2003 bears interest at a Mortgage Rate 0.25% to 0.75% per annum greater than the related Certificate Rate. Ginnie Mae receives a fee (the “Ginnie Mae Certificate Guaranty Fee”) for its guaranty of each Ginnie Mae II MBS Certificate of 0.06% per annum of the outstanding principal balance of each related Mortgage Loan. The difference between (a) the Mortgage Rate and (b) the sum of the Certificate Rate and the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

The Mortgage Loans

The Mortgage Loans underlying the Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates — General” in the Base Offering Circular*.

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3, 4 and 5 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3, 4 and 5 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average

characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See “Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.

The Trustee Fee

On each Distribution Date, the Trustee will retain a fixed percentage of all principal and interest distributions received on specified Trust Assets in payment of its fee.

GINNIE MAE GUARANTY

The Government National Mortgage Association (“Ginnie Mae”), a wholly-owned corporate instrumentality of the United States of America within HUD, guarantees the timely payment of principal and interest on the Securities. The General Counsel of HUD has provided an opinion to the effect that Ginnie Mae has the authority to guarantee multiclass securities and that Ginnie Mae guaranties will constitute general obligations of the United States, for which the full faith and credit of the United States is pledged. See “Ginnie Mae Guaranty” in the Base Offering Circular.

DESCRIPTION OF THE SECURITIES

General

The description of the Securities contained in this Supplement is not complete and is subject to, and is qualified in its entirety by reference to, all of the provisions of the Trust Agreement. See “Description of the Securities” in the Base Offering Circular.

Form of Securities

Each Class of Securities other than the Residual Securities initially will be issued and maintained, and may be transferred only on the Fedwire Book-Entry System. Beneficial Owners of Book-Entry Securities will ordinarily hold these Securities through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations that are eligible to maintain book-entry accounts on the Fedwire Book-Entry System. By request accompanied by the payment of a transfer fee of \$25,000 per Certificated Security to be issued, a Beneficial Owner may receive a Regular Security in certificated form.

The Residual Securities will not be issued in book-entry form but will be issued in fully registered, certificated form and may be transferred or exchanged, subject to the transfer restrictions applicable to Residual Securities set forth in the Trust Agreement, at the Corporate Trust Office of the Trustee. See “Description of the Securities—Forms of Securities; Book-Entry Procedures” in the Base Offering Circular.

Each Regular and MX Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial principal or notional balance.

Distributions

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet — Distribution Dates” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business

Day of the calendar month immediately preceding the month in which the Distribution Date occurs. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See “Description of the Securities — Distributions” and “— Method of Distributions” in the Base Offering Circular.

Interest Distributions

The Interest Distribution Amount will be distributed on each Distribution Date to the Holders of all Classes of Securities entitled to distributions of interest.

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable (or accrued in the case of an Accrual Class) on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed (or accrued in the case of an Accrual Class) on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— Class Factors” below.

Categories of Classes

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used on the front cover of this Supplement and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

Accrual Periods

The Accrual Period for each Class is set forth in the table below:

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

Trading

For the sole purpose of facilitating trading and settlement, Classes GO, OC and OP will be treated as non-delay classes.

Fixed Rate Classes

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the front cover of this Supplement or on Schedule I to this Supplement.

Floating Rate and Inverse Floating Rate Classes

The Floating Rate and Inverse Floating Rate Classes will bear interest as shown under “Terms Sheet — Interest Rates” in this Supplement. The Interest Rates for the Floating Rate and Inverse Floating Rate Classes will be based on LIBOR. LIBOR will be determined based on the BBA LIBOR method, as described under “Description of the Securities — Interest Rate Indices — Determination of LIBOR — BBA LIBOR” in the Base Offering Circular.

For information regarding the manner in which the Trustee determines LIBOR and calculates the Interest Rates for the Floating Rate and Inverse Floating Rate Classes, see “Description of the Securities — Interest Rate Indices — Determination of LIBOR” in the Base Offering Circular.

The Trustee’s determination of LIBOR and its calculation of the Interest Rates will be final except in the case of clear error. Investors can obtain LIBOR levels and Interest Rates for the current and preceding Accrual Periods from Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website (“e-Access”) or by calling the Information Agent at (800) 234-GNMA.

Accrual Classes

Each of Class CZ, JZ, TZ, Z, ZU and ZY is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

Principal Distributions

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, and the CZ, JZ, TZ, Z, ZU and ZY Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. See “— Class Factors” below.

Categories of Classes

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used on the front cover of this Supplement, in the Terms Sheet and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

Notional Classes

The Notional Classes will not receive principal distributions. For convenience in describing interest distributions, the Notional Classes will have the original Class Notional Balances shown on the front cover of this Supplement and on Schedule I to this Supplement. The Class Notional Balances will be reduced as shown under “Terms Sheet — Notional Classes” in this Supplement.

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Issuing REMIC and the beneficial ownership of the Residual Interest in the Pooling REMIC, as described under “Certain Federal Income Tax Consequences” in the Base Offering Circular. The Class RR Securities have no Class Principal Balance and do not accrue interest. The Class RR Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMICs after the Class Principal Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

Class Factors

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the applicable Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities (and any addition to the Class Principal Balance of an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

- The Class Factor for any Class of Securities for each month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than an Accrual Class) can calculate the amount of principal and interest to be distributed to that Class and investors in an Accrual Class can calculate the total amount of principal to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

See “Description of the Securities — Distributions” in the Base Offering Circular.

Termination

The Trustee, at its option, may purchase or cause the sale of the Trust Assets and thereby terminate the Trust on any Distribution Date on which the aggregate of the Class Principal Balances of the Securities is less than 1% of the aggregate Original Class Principal Balances of the Securities. The Trustee will terminate the Trust and retire the Securities on any Distribution Date upon the Trustee’s determination that the REMIC status of either Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

Upon any termination of the Trust, the Holder of any outstanding Security (other than a Residual or Notional Class Security) will be entitled to receive that Holder’s allocable share of the Class Principal Balance of that Class plus any accrued and unpaid interest thereon at the applicable Interest Rate, and any Holder of any outstanding Notional Class Security will be entitled to receive that Holder’s allocable share of any accrued and unpaid interest thereon at the applicable Interest Rate. The Residual Holders will be entitled to their pro rata share of any assets remaining in the Trust REMICs after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 12 and 15, other related MX Classes. This process may occur repeatedly.

Each exchange may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered.

In the case of Combinations 12 and 15, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities

surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-064. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

A fee will be payable to the Trustee in connection with each exchange equal to $\frac{1}{32}$ of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. If the notional balance of the interest only securities surrendered exceeds that of the interest only securities received, the fee will be based on the latter. The fee must be paid concurrently with the exchange.

The first distribution on a REMIC Security or an MX Security received in an exchange will be made on the Distribution Date in the month following the month of the exchange. The distribution will be made to the Holder of record as of the Record Date in the month of exchange.

See “Description of the Securities — Modification and Exchange” in the Base Offering Circular.

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

The prepayment experience of the Mortgage Loans will affect the Weighted Average Lives of and the yields realized by investors in the related Securities.

- The Mortgage Loans do not contain “due-on-sale” provisions, and any Mortgage Loan may be prepaid in full or in part at any time without penalty.
- The rate of payments (including prepayments and payments in respect of liquidations) on the Mortgage Loans is dependent on a variety of economic, geographic, social and other factors, including prevailing market interest rates and general economic factors.

The rate of prepayments with respect to single-family mortgage loans has fluctuated significantly in recent years. Although there is no assurance that prepayment patterns for the Mortgage Loans will conform to patterns for more traditional types of conventional fixed-rate mortgage loans, generally:

- if mortgage interest rates fall materially below the Mortgage Rates on any of the Mortgage Loans (giving consideration to the cost of refinancing), the rate of prepayment of those Mortgage Loans would be expected to increase; and
- if mortgage interest rates rise materially above the Mortgage Rates on any of the Mortgage Loans, the rate of prepayment of those Mortgage Loans would be expected to decrease.

In addition, following any Mortgage Loan default and the subsequent liquidation of the underlying Mortgaged Property, the principal balance of the Mortgage Loan will be distributed through a combination of liquidation proceeds, advances from the related Ginnie Mae Issuer and, to the extent necessary, proceeds of Ginnie Mae’s guaranty of the Ginnie Mae Certificates. As a result, defaults experienced on the Mortgage Loans will accelerate the distribution of principal of the Securities.

Under certain circumstances, the Trustee has the option to purchase the Trust Assets, thereby effecting early retirement of the Securities. See “Description of the Securities — Termination” in this Supplement.

Accretion Directed Classes

Classes AD, EF, F, JT, NB, NP, PD, TZ, YF and ZY are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Each of Classes ES, PS, S and TI is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Classes EF, YF, F and YF, respectively.

Each of Classes AD, EF, F, JT, NB, NP, PD, TZ, YF and ZY has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Class JT will have principal payment stability only through the prepayment rate shown in the table below and within its effective range. Classes AD, EF, F, NB, NP, PD, TZ, YF and ZY are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their effective ranges, if applicable.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. The Weighted Average Life of Class JT cannot exceed its Weighted Average Life as shown in the following table under any constant prepayment scenario, even a scenario where there are no prepayments.

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for Class JT shown in the table below, the Class Principal Balance of Class JT would be reduced to zero before its Final Distribution Date and the Weighted Average Life of Class JT would equal its maximum Weighted Average Life shown in the table below.
- However, the Weighted Average Life of Class JT will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rate shown in the table below. See “Yield, Maturity and Prepayment Considerations — Decrement Tables” in this Supplement.

Accretion Directed Class

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)(1)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
JT	6.3	May 2040	108% PSA

(1) The maximum Weighted Average Life for the Class shown in this table is based on the Modeling Assumptions and the assumption that the related Mortgage Loans prepay at any constant rate at or below the rate shown in the table for such Class. That Weighted Average Life could extend, perhaps significantly, under certain non-constant prepayment scenarios or if the actual Mortgage Loan characteristics differ from the Modeling Assumptions.

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the related Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for Class JT, the Class Principal Balance of that Class could be reduced to zero before its Final Distribution Date, and its Weighted Average Life could be shortened.

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “*Terms Sheet — Scheduled Principal Balances.*” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

Each PAC Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC Classes are as follows:

PAC I Classes	<u>Initial Effective Ranges</u>
JA, JB, JC, JD and JE (in the aggregate)	115% PSA through 250% PSA
PAC II Class	
JT	165% PSA through 250% PSA
PAC Classes	
PD, TZ and YF (in the aggregate)	277% PSA through 375% PSA
OP	120% PSA through 250% PSA
F, NB, NP and ZY (in the aggregate)	350% PSA through 430% PSA

- The principal payment stability of the PAC Classes will be supported by the related Support Class.
- The principal payment stability of the PAC I Classes will be supported by the related PAC II and Support Classes.
- The principal payment stability of the PAC II Class will be supported by the related Support Class.

If all of the Classes supporting a given Class are retired before the Class being supported is retired, the outstanding Class will no longer have an Effective Range and will become more sensitive to prepayments on the related Mortgage Loans.

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time or cease to exist depending on the actual characteristics of the related Mortgage Loans.

If the related Mortgage Loans prepay at rates that are generally below the Effective Range for any PAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC Class and its Weighted Average Life may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC Class, its supporting Classes may be retired earlier than that PAC Class, and its Weighted Average Life may be shortened, perhaps significantly.

Assumability

Each Mortgage Loan may be assumed, subject to HUD review and approval, upon the sale of the related Mortgaged Property. See *“Yield, Maturity and Prepayment Considerations— Assumability of Government Loans” in the Base Offering Circular.*

Final Distribution Date

The Final Distribution Date for each Class, which is set forth on the front cover of this Supplement or on Schedule I to this Supplement, is the latest date on which the related Class Principal Balance or Class Notional Balance will be reduced to zero.

- The actual retirement of any Class may occur earlier than its Final Distribution Date.
- According to the terms of the Ginnie Mae Guaranty, Ginnie Mae will guarantee payment in full of the Class Principal Balance of each Class of Securities no later than its Final Distribution Date.

Modeling Assumptions

Unless otherwise indicated, the tables that follow have been prepared on the basis of the following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1, 2, 3, 4 or 5 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

2. The Mortgage Loans prepay at the constant percentages of PSA (described below) shown in the related table.

3. Distributions on the Group 6 Securities are always received on the 16th day of the month, and distributions on the Group 1, 2, 3, 4 and 5 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in June 2010.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is May 28, 2010.

6. No expenses or fees are paid by the Trust other than the Trustee Fee.

7. Each Class is held from the Closing Date and is not exchanged in whole or in part.

When reading the tables and the related text, investors should bear in mind that the Modeling Assumptions, like any other stated assumptions, are unlikely to be entirely consistent with actual experience.

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

See “Description of the Securities — Distributions” in the Base Offering Circular.

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement, Prepayment Speed Assumption (“PSA”), is the standard prepayment assumption model of The Securities Industry and Financial Markets Association. PSA represents an assumed rate of prepayment each month relative to the then outstanding principal balance of the Mortgage Loans to which the model is applied. See “Yield, Maturity and Prepayment Considerations — Standard Prepayment Assumption Models” in the Base Offering Circular.

The decrement tables set forth below are based on the assumption that the Mortgage Loans prepay at the indicated percentages of PSA (the “PSA Prepayment Assumption Rates”). As used in the tables, each of the PSA Prepayment Assumption Rates reflects a percentage of the 100% PSA assumed prepayment rate. **The Mortgage Loans will not prepay at any of the PSA Prepayment Assumption Rates and the timing of changes in the rate of prepayments actually experienced on the Mortgage Loans will not follow the pattern described for the PSA assumption.**

The decrement tables set forth below illustrate the percentage of the Original Class Principal Balance (or, in the case of a Notional Class, the original Class Notional Balance) that would remain outstanding following the distribution made each specified month for each Regular or MX Class, based on the assumption that the related Mortgage Loans prepay at the PSA Prepayment Assumption Rates. The percentages set forth in the following decrement tables have been rounded to the nearest whole percentage (including rounding down to zero).

The decrement tables also indicate the Weighted Average Life of each Class under each PSA Prepayment Assumption Rate. The Weighted Average Life of each Class is calculated by:

- (a) multiplying the net reduction, if any, of the Class Principal Balance (or the net reduction of the Class Notional Balance, in the case of a Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional amount, as applicable, referred to in clause (a).

The information shown for each Notional Class is for illustrative purposes only, as a Notional Class is not entitled to distributions of principal and has no weighted average life. The weighted average life shown for each Notional Class has been calculated on the assumption that a reduction in the Class Notional Balance thereof is a distribution of principal.

The Weighted Average Lives are likely to vary, perhaps significantly, from those set forth in the tables below due to the differences between the actual characteristics of the Mortgage Loans underlying the related Trust Assets and the Modeling Assumptions.

Percentages of Original Class Principal (or Class Notional) Balances and Weighted Average Lives

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Class CZ					Classes PD, PF, PS, TI, YF and YS					Class TZ					Class ZG				
	0%	277%	339%	375%	700%	0%	277%	339%	375%	700%	0%	277%	339%	375%	700%	0%	277%	339%	375%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	105	100	91	86	36	98	93	93	93	93	105	105	105	105	105	105	100	91	86	36
May 2012	110	100	71	54	0	96	80	80	80	68	110	110	110	110	110	110	100	71	55	1
May 2013	116	100	51	23	0	94	63	63	63	39	116	116	116	116	116	116	101	51	24	1
May 2014	122	100	39	7	0	92	50	50	50	22	122	122	122	122	122	122	101	40	7	1
May 2015	128	100	35	0	0	89	38	38	38	13	128	128	128	128	128	128	101	35	1	1
May 2016	135	99	33	0	0	87	29	29	29	7	135	135	135	135	135	135	100	34	1	1
May 2017	142	94	31	0	0	84	22	22	22	4	142	142	142	142	142	142	95	32	1	1
May 2018	149	87	28	0	0	81	17	17	17	2	149	149	149	149	149	149	87	28	1	1
May 2019	157	78	24	0	0	78	13	13	13	1	157	157	157	157	157	157	79	25	1	1
May 2020	165	69	21	0	0	75	9	9	9	1	165	165	165	165	165	165	70	22	1	1
May 2021	173	61	18	0	0	71	7	7	7	0	173	173	173	173	173	173	61	19	1	1
May 2022	182	52	15	0	0	68	5	5	5	0	182	182	182	182	182	182	53	16	1	1
May 2023	191	44	12	0	0	64	4	4	4	0	191	191	191	191	172	191	45	13	1	1
May 2024	201	37	10	0	0	59	3	3	3	0	201	201	201	201	96	201	38	11	1	1
May 2025	211	31	8	0	0	55	2	2	2	0	211	211	211	211	53	211	32	10	1	0
May 2026	222	26	7	0	0	50	1	1	1	0	222	222	222	222	29	222	27	8	1	0
May 2027	234	21	5	0	0	45	1	1	1	0	234	234	234	234	16	234	23	7	1	0
May 2028	246	17	4	0	0	40	1	1	1	0	246	246	246	246	9	246	19	6	2	0
May 2029	258	14	3	0	0	34	0	0	0	0	258	258	258	258	5	258	15	5	2	0
May 2030	271	11	3	0	0	28	0	0	0	0	271	271	271	271	3	271	13	4	2	0
May 2031	285	9	2	0	0	22	0	0	0	0	285	285	285	285	1	285	10	4	2	0
May 2032	300	7	1	0	0	15	0	0	0	0	300	300	300	300	1	300	9	3	2	0
May 2033	315	5	1	0	0	8	0	0	0	0	315	207	207	207	0	315	6	2	1	0
May 2034	331	4	1	0	0	1	0	0	0	0	331	140	140	140	0	331	5	2	1	0
May 2035	290	3	1	0	0	0	0	0	0	0	91	91	91	91	0	289	3	1	1	0
May 2036	239	2	0	0	0	0	0	0	0	0	56	56	56	56	0	238	2	1	0	0
May 2037	185	1	0	0	0	0	0	0	0	0	32	32	32	32	0	184	1	0	0	0
May 2038	127	1	0	0	0	0	0	0	0	0	15	15	15	15	0	127	1	0	0	0
May 2039	66	0	0	0	0	0	0	0	0	0	4	4	4	4	0	65	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	27.3	13.2	5.7	2.2	0.8	14.9	4.9	4.9	4.9	3.0	24.9	24.3	24.3	24.3	14.6	27.2	13.4	5.9	2.6	1.0

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Classes FY, GO, SG, SY and XS					Classes IC, OC, SC and SD					Classes IP, OP, SP and SQ				
	0%	120%	210%	250%	500%	0%	120%	210%	250%	500%	0%	120%	210%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	99	97	95	94	90	100	100	94	91	72	99	96	96	96	96
May 2012	98	90	86	83	71	100	100	79	70	15	97	88	88	88	88
May 2013	96	83	74	70	49	100	100	62	46	0	95	77	77	77	64
May 2014	95	75	63	58	34	100	100	48	27	0	94	68	68	68	44
May 2015	94	69	54	49	23	100	100	39	15	0	92	59	59	59	30
May 2016	92	62	47	41	16	100	100	32	7	0	90	51	51	51	21
May 2017	90	57	40	34	11	100	100	28	2	0	87	43	43	43	14
May 2018	89	51	34	28	7	100	100	25	0	0	85	37	37	37	10
May 2019	87	46	29	23	5	100	100	24	0	0	83	30	30	30	7
May 2020	85	42	25	19	3	100	97	23	0	0	80	25	25	25	5
May 2021	83	38	21	16	2	100	94	22	0	0	77	21	21	21	3
May 2022	80	34	18	13	2	100	90	20	0	0	74	17	17	17	2
May 2023	78	30	15	11	1	100	84	18	0	0	71	14	14	14	1
May 2024	75	27	13	9	1	100	79	16	0	0	68	11	11	11	1
May 2025	73	24	11	7	0	100	73	14	0	0	64	9	9	9	1
May 2026	70	21	9	6	0	100	67	13	0	0	60	8	8	8	0
May 2027	66	19	7	5	0	100	61	11	0	0	56	6	6	6	0
May 2028	63	17	6	4	0	100	55	10	0	0	52	5	5	5	0
May 2029	59	14	5	3	0	100	49	8	0	0	47	4	4	4	0
May 2030	56	12	4	2	0	100	43	7	0	0	42	3	3	3	0
May 2031	52	11	3	2	0	100	37	6	0	0	37	2	2	2	0
May 2032	47	9	3	1	0	100	32	5	0	0	31	2	2	2	0
May 2033	43	7	2	1	0	100	27	4	0	0	25	1	1	1	0
May 2034	38	6	2	1	0	100	22	3	0	0	19	1	1	1	0
May 2035	32	5	1	1	0	100	18	2	0	0	12	1	1	1	0
May 2036	27	4	1	0	0	100	14	2	0	0	4	1	1	1	0
May 2037	21	3	1	0	0	87	10	1	0	0	0	0	0	0	0
May 2038	14	2	0	0	0	60	6	1	0	0	0	0	0	0	0
May 2039	7	1	0	0	0	31	3	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	19.6	10.1	7.2	6.3	3.7	28.3	19.1	6.7	3.1	1.4	16.9	7.3	7.3	7.3	4.4

Security Group 3 PSA Prepayment Assumption Rates										
Distribution Date	Classes A, AC, AD, AE, AG, AI, AK, AL, AO, AU, AW, AY, BA, EF and ES					Class Z				
	0%	150%	324%	500%	650%	0%	150%	324%	500%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2011	98	95	91	87	84	105	105	105	105	105
May 2012	96	86	75	64	55	110	110	110	110	110
May 2013	94	75	56	39	27	116	116	116	116	116
May 2014	92	65	41	22	10	122	122	122	122	122
May 2015	90	55	28	10	0	128	128	128	128	125
May 2016	87	47	18	1	0	135	135	135	135	75
May 2017	84	39	10	0	0	142	142	142	100	45
May 2018	82	32	4	0	0	149	149	149	68	27
May 2019	79	26	0	0	0	157	157	142	47	16
May 2020	75	20	0	0	0	165	165	111	32	9
May 2021	72	14	0	0	0	173	173	87	22	6
May 2022	68	9	0	0	0	182	182	68	15	3
May 2023	65	4	0	0	0	191	191	53	10	2
May 2024	60	0	0	0	0	201	198	41	7	1
May 2025	56	0	0	0	0	211	172	31	4	1
May 2026	52	0	0	0	0	222	150	24	3	0
May 2027	47	0	0	0	0	234	129	18	2	0
May 2028	42	0	0	0	0	246	111	14	1	0
May 2029	36	0	0	0	0	258	95	11	1	0
May 2030	30	0	0	0	0	271	80	8	1	0
May 2031	24	0	0	0	0	285	67	6	0	0
May 2032	17	0	0	0	0	300	55	4	0	0
May 2033	10	0	0	0	0	315	45	3	0	0
May 2034	3	0	0	0	0	331	36	2	0	0
May 2035	0	0	0	0	0	305	28	1	0	0
May 2036	0	0	0	0	0	252	20	1	0	0
May 2037	0	0	0	0	0	195	14	1	0	0
May 2038	0	0	0	0	0	134	8	0	0	0
May 2039	0	0	0	0	0	69	3	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.1	6.2	3.7	2.8	2.3	27.4	19.6	12.6	8.8	6.9

Security Group 4 PSA Prepayment Assumption Rates																					
Distribution Date	Classes IJ and JB					Classes JA and JI					Class JC					Class JD					
	0%	115%	218%	250%	500%	0%	115%	218%	250%	500%	0%	115%	218%	250%	500%	0%	115%	218%	250%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	97	90	90	90	90	100	100	100	100	100	100	100	100	100	100	100
May 2012	100	100	100	100	100	93	72	72	72	72	100	100	100	100	100	100	100	100	100	100	100
May 2013	100	100	100	100	100	89	50	50	50	20	100	100	100	100	100	100	100	100	100	100	100
May 2014	100	100	100	100	0	85	28	28	28	0	100	100	100	100	85	100	100	100	100	100	100
May 2015	100	100	100	100	0	81	9	9	9	0	100	100	100	100	16	100	100	100	100	100	100
May 2016	100	47	47	47	0	76	0	0	0	0	100	100	100	100	0	100	100	100	100	100	47
May 2017	100	0	0	0	0	71	0	0	0	0	100	82	82	82	0	100	100	100	100	100	0
May 2018	100	0	0	0	0	66	0	0	0	0	100	48	48	48	0	100	100	100	100	100	0
May 2019	100	0	0	0	0	60	0	0	0	0	100	17	17	17	0	100	100	100	100	100	0
May 2020	100	0	0	0	0	54	0	0	0	0	100	0	0	0	0	100	84	84	84	84	0
May 2021	100	0	0	0	0	48	0	0	0	0	100	0	0	0	0	100	47	47	47	47	0
May 2022	100	0	0	0	0	41	0	0	0	0	100	0	0	0	0	100	16	16	16	16	0
May 2023	100	0	0	0	0	34	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
May 2024	100	0	0	0	0	26	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
May 2025	100	0	0	0	0	18	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
May 2026	100	0	0	0	0	9	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
May 2027	96	0	0	0	0	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
May 2028	41	0	0	0	0	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
May 2029	0	0	0	0	0	0	0	0	0	0	93	0	0	0	0	100	0	0	0	0	0
May 2030	0	0	0	0	0	0	0	0	0	0	68	0	0	0	0	100	0	0	0	0	0
May 2031	0	0	0	0	0	0	0	0	0	0	41	0	0	0	0	100	0	0	0	0	0
May 2032	0	0	0	0	0	0	0	0	0	0	13	0	0	0	0	100	0	0	0	0	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	71	0	0	0	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	16	0	0	0	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.9	6.0	6.0	6.0	3.6	10.0	3.0	3.0	3.0	2.3	20.7	8.0	8.0	8.0	4.5	23.4	11.0	11.0	11.0	11.0	6.0

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class JE					Class JT					Class JZ					Class QI					
	0%	115%	218%	250%	500%	0%	115%	218%	250%	500%	0%	115%	218%	250%	500%	0%	115%	218%	250%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	94	94	92	92	92	105	105	94	90	60	97	91	91	91	91	91
May 2012	100	100	100	100	100	87	87	74	74	41	110	110	80	68	0	93	74	74	74	74	74
May 2013	100	100	100	100	100	79	79	52	52	0	116	116	63	42	0	90	52	52	52	52	25
May 2014	100	100	100	100	100	71	71	34	34	0	122	122	51	23	0	86	32	32	32	32	0
May 2015	100	100	100	100	100	63	63	21	21	0	128	128	43	11	0	82	14	14	14	14	0
May 2016	100	100	100	100	100	55	55	11	11	0	135	135	38	4	0	78	3	3	3	3	0
May 2017	100	100	100	100	93	46	46	4	4	0	142	142	35	1	0	73	0	0	0	0	0
May 2018	100	100	100	100	64	36	36	0	0	0	149	149	34	0	0	68	0	0	0	0	0
May 2019	100	100	100	100	44	26	26	0	0	0	156	156	32	0	0	63	0	0	0	0	0
May 2020	100	100	100	100	30	16	11	0	0	0	164	164	30	0	0	57	0	0	0	0	0
May 2021	100	100	100	100	20	5	0	0	0	0	173	167	28	0	0	51	0	0	0	0	0
May 2022	100	100	100	100	14	0	0	0	0	0	177	159	26	0	0	44	0	0	0	0	0
May 2023	100	92	92	92	9	0	0	0	0	0	177	151	23	0	0	38	0	0	0	0	0
May 2024	100	75	75	75	6	0	0	0	0	0	177	141	21	0	0	30	0	0	0	0	0
May 2025	100	61	61	61	4	0	0	0	0	0	177	131	19	0	0	22	0	0	0	0	0
May 2026	100	50	50	50	3	0	0	0	0	0	177	120	16	0	0	14	0	0	0	0	0
May 2027	100	40	40	40	2	0	0	0	0	0	177	109	14	0	0	6	0	0	0	0	0
May 2028	100	32	32	32	1	0	0	0	0	0	177	99	12	0	0	2	0	0	0	0	0
May 2029	100	26	26	26	1	0	0	0	0	0	177	88	11	0	0	0	0	0	0	0	0
May 2030	100	20	20	20	1	0	0	0	0	0	177	78	9	0	0	0	0	0	0	0	0
May 2031	100	16	16	16	0	0	0	0	0	0	177	68	7	0	0	0	0	0	0	0	0
May 2032	100	12	12	12	0	0	0	0	0	0	177	59	6	0	0	0	0	0	0	0	0
May 2033	100	9	9	9	0	0	0	0	0	0	177	49	5	0	0	0	0	0	0	0	0
May 2034	100	7	7	7	0	0	0	0	0	0	177	41	4	0	0	0	0	0	0	0	0
May 2035	67	5	5	5	0	0	0	0	0	0	177	33	3	0	0	0	0	0	0	0	0
May 2036	18	3	3	3	0	0	0	0	0	0	177	25	2	0	0	0	0	0	0	0	0
May 2037	2	2	2	2	0	0	0	0	0	0	147	18	1	0	0	0	0	0	0	0	0
May 2038	1	1	1	1	0	0	0	0	0	0	101	11	1	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	52	5	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	25.4	17.1	17.1	17.1	9.4	6.3	6.2	3.4	3.4	1.8	28.2	19.7	7.6	2.9	1.1	10.5	3.2	3.2	3.2	2.4	2.4

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Classes F, NP and S					Class NB					Class NZ				
	0%	350%	390%	430%	800%	0%	350%	390%	430%	800%	0%	350%	390%	430%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	98	89	89	89	88	100	100	100	100	100	105	102	94	87	26
May 2012	95	68	68	68	48	100	100	100	100	100	110	103	82	61	27
May 2013	93	45	45	45	12	100	100	100	100	100	116	104	71	39	29
May 2014	90	27	27	27	0	100	100	100	100	70	122	106	67	31	30
May 2015	87	12	12	12	0	100	100	100	100	25	128	107	68	32	32
May 2016	84	2	2	2	0	100	100	100	100	1	135	104	67	33	33
May 2017	81	0	0	0	0	100	71	71	71	0	142	99	65	35	18
May 2018	78	0	0	0	0	100	44	44	44	0	149	93	62	37	9
May 2019	74	0	0	0	0	100	24	24	24	0	157	87	60	39	5
May 2020	70	0	0	0	0	100	9	9	9	0	165	81	58	41	2
May 2021	66	0	0	0	0	100	0	0	0	0	173	72	53	39	1
May 2022	62	0	0	0	0	100	0	0	0	0	182	55	39	28	1
May 2023	57	0	0	0	0	100	0	0	0	0	191	42	29	20	0
May 2024	52	0	0	0	0	100	0	0	0	0	201	32	22	14	0
May 2025	47	0	0	0	0	100	0	0	0	0	211	24	16	10	0
May 2026	41	0	0	0	0	100	0	0	0	0	222	18	12	7	0
May 2027	36	0	0	0	0	100	0	0	0	0	234	14	8	5	0
May 2028	29	0	0	0	0	100	0	0	0	0	246	10	6	4	0
May 2029	23	0	0	0	0	100	0	0	0	0	258	8	4	2	0
May 2030	16	0	0	0	0	100	0	0	0	0	271	6	3	2	0
May 2031	8	0	0	0	0	100	0	0	0	0	285	4	2	1	0
May 2032	0	0	0	0	0	100	0	0	0	0	300	3	2	1	0
May 2033	0	0	0	0	0	61	0	0	0	0	315	2	1	1	0
May 2034	0	0	0	0	0	19	0	0	0	0	331	1	1	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	309	1	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	255	1	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	197	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	136	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	70	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	13.4	2.9	2.9	2.9	2.0	23.3	8.0	8.0	8.0	4.5	27.4	12.6	9.4	6.4	2.8

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Class ZU					Class ZY				
	0%	350%	390%	430%	800%	0%	350%	390%	430%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2011	105	100	91	81	0	105	105	105	105	105
May 2012	110	100	73	45	0	110	110	110	110	110
May 2013	116	100	57	14	0	116	116	116	116	116
May 2014	122	100	49	2	0	122	122	122	122	122
May 2015	128	100	48	0	0	128	128	128	128	128
May 2016	135	94	44	0	0	135	135	135	135	135
May 2017	142	85	39	0	0	142	142	142	142	72
May 2018	149	74	34	0	0	149	149	149	149	37
May 2019	157	64	28	0	0	157	157	157	157	19
May 2020	165	54	24	0	0	165	165	165	165	9
May 2021	173	44	19	0	0	173	157	157	157	5
May 2022	182	36	15	0	0	182	113	113	113	2
May 2023	191	29	12	0	0	191	81	81	81	1
May 2024	201	24	10	0	0	201	58	58	58	1
May 2025	211	19	8	0	0	211	41	41	41	0
May 2026	222	15	6	0	0	222	29	29	29	0
May 2027	234	12	4	0	0	234	20	20	20	0
May 2028	246	9	3	0	0	246	14	14	14	0
May 2029	258	7	3	0	0	258	10	10	10	0
May 2030	271	5	2	0	0	271	7	7	7	0
May 2031	285	4	1	0	0	285	5	5	5	0
May 2032	300	3	1	0	0	300	3	3	3	0
May 2033	315	2	1	0	0	315	2	2	2	0
May 2034	331	1	0	0	0	331	1	1	1	0
May 2035	348	1	0	0	0	189	1	1	1	0
May 2036	338	1	0	0	0	1	1	1	1	0
May 2037	262	0	0	0	0	0	0	0	0	0
May 2038	180	0	0	0	0	0	0	0	0	0
May 2039	93	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	28.0	11.3	6.2	1.9	0.6	25.1	13.7	13.7	13.7	7.6

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Classes AB, AH, AM, AN, IA and IB					Class B				
	0%	100%	246%	350%	500%	0%	100%	246%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2011	98	92	84	79	71	100	100	100	100	100
May 2012	96	82	64	52	35	100	100	100	100	100
May 2013	93	72	46	30	10	100	100	100	100	100
May 2014	91	63	31	12	0	100	100	100	100	83
May 2015	88	54	18	0	0	100	100	100	98	57
May 2016	85	46	7	0	0	100	100	100	75	39
May 2017	82	38	0	0	0	100	100	95	58	26
May 2018	79	31	0	0	0	100	100	79	45	18
May 2019	76	24	0	0	0	100	100	66	34	12
May 2020	73	18	0	0	0	100	100	54	26	8
May 2021	69	12	0	0	0	100	100	45	20	6
May 2022	65	6	0	0	0	100	100	37	15	4
May 2023	61	1	0	0	0	100	100	30	12	3
May 2024	57	0	0	0	0	100	92	25	9	2
May 2025	53	0	0	0	0	100	83	20	7	1
May 2026	48	0	0	0	0	100	74	16	5	1
May 2027	43	0	0	0	0	100	65	13	4	1
May 2028	38	0	0	0	0	100	58	10	3	0
May 2029	33	0	0	0	0	100	50	8	2	0
May 2030	27	0	0	0	0	100	43	6	1	0
May 2031	21	0	0	0	0	100	37	5	1	0
May 2032	15	0	0	0	0	100	31	4	1	0
May 2033	9	0	0	0	0	100	26	3	1	0
May 2034	2	0	0	0	0	100	20	2	0	0
May 2035	0	0	0	0	0	89	16	1	0	0
May 2036	0	0	0	0	0	73	11	1	0	0
May 2037	0	0	0	0	0	56	7	1	0	0
May 2038	0	0	0	0	0	38	3	0	0	0
May 2039	0	0	0	0	0	20	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	14.5	5.9	3.0	2.2	1.6	27.3	19.7	11.7	8.7	6.1

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, and in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

The yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans.

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially Principal Only Classes), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

See "Risk Factors — Rates of principal payments can reduce your yield" in this Supplement.

Rapid rates of prepayments on the Mortgage Loans are likely to coincide with periods of low prevailing interest rates.

During periods of low prevailing interest rates, the yields at which an investor may be able to reinvest amounts received as principal payments on the investor's Class of Securities may be lower than the yield on that Class.

Slow rates of prepayments on the Mortgage Loans are likely to coincide with periods of high prevailing interest rates.

During periods of high prevailing interest rates, the amount of principal payments available to an investor for reinvestment at those high rates may be relatively low.

The Mortgage Loans will not prepay at any constant rate until maturity, nor will all of the Mortgage Loans underlying any Trust Asset Group prepay at the same rate at any one time. The timing of changes in the rate of prepayments may affect the actual yield to an investor, even if the average rate of principal prepayments is consistent with the investor's expectation. In general, the earlier a prepayment of principal on the Mortgage Loans, the greater the effect on an investor's yield. As a result, the effect on an investor's yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

LIBOR: Effect on Yields of the Floating Rate and Inverse Floating Rate Classes

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, Floating Rate Classes will not necessarily benefit from a higher yield at high levels of LIBOR and Class TI may not benefit from particularly low levels of LIBOR because the rate on such Classes is capped at a maximum rate described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields of the Fixed Rate Classes

The effective yield on any Fixed Rate Class will be less than the yield otherwise produced by its Interest Rate and purchase price because, on each Distribution Date, 30 days' interest will be payable on (or added to the principal amount of) that Class even though interest began to accrue approximately 46 or 50 days earlier, as applicable.

Yield Tables

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA and, in the case of the Inverse Floating Rate Classes, at various constant levels of LIBOR.

The Mortgage Loans will not prepay at any constant rate until maturity, and it is unlikely that LIBOR will remain constant. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. **Therefore, the actual pre-tax yield of any Class may differ from those shown in the applicable table below for that Class even if the Class is purchased at the assumed price shown.**

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest (in the case of interest-bearing Classes), and
2. converting the monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on their Securities and consequently do not purport to reflect the return on any investment in any Class when those reinvestment rates are considered.

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest (in the case of the interest-bearing Classes) is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 1
Sensitivity of Class PS to Prepayments
Assumed Price 14.5625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>277%</u>	<u>339%</u>	<u>375%</u>	<u>700%</u>
0.15000%	29.4%	29.4%	29.4%	15.2%
0.27766%	28.3%	28.3%	28.3%	14.0%
3.38883%	1.6%	1.6%	1.6%	(16.6)%
6.50000% and above	**	**	**	**

Sensitivity of Class TI to Prepayments
Assumed Price 0.125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>277%</u>	<u>339%</u>	<u>375%</u>	<u>700%</u>
6.500% and below	24.8%	24.8%	24.8%	10.1%
6.525%	(0.2)%	(0.2)%	(0.2)%	(18.7)%
6.550% and above	**	**	**	**

Sensitivity of Class YS to Prepayments
Assumed Price 14.6875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>277%</u>	<u>339%</u>	<u>375%</u>	<u>700%</u>
0.15000%	29.4%	29.4%	29.4%	15.2%
0.27766%	28.3%	28.3%	28.3%	14.0%
3.41383%	1.6%	1.6%	1.6%	(16.6)%
6.55000% and above	**	**	**	**

SECURITY GROUP 2
Sensitivity of Class GO to Prepayments
Assumed Price 77.29877%*

<u>PSA Prepayment Assumption Rates</u>			
<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
2.8%	3.9%	4.5%	7.7%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

** Indicates that investors will suffer a loss of virtually all of their investment.

**Sensitivity of Class IC to Prepayments
Assumed Price 11.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	65.0%	48.2%	36.6%	(23.9)%
0.28%	63.6%	46.7%	35.0%	(25.8)%
3.39%	30.1%	14.0%	(5.5)%	(74.3)%
6.50% and above	**	**	**	**

**Sensitivity of Class IP to Prepayments
Assumed Price 15.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	35.4%	35.4%	35.4%	27.1%
0.28%	34.3%	34.3%	34.3%	25.9%
3.39%	9.2%	9.2%	9.2%	(2.6)%
6.50% and above	**	**	**	**

**Sensitivity of Class OC to Prepayments
Assumed Price 75.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
1.5%	5.1%	10.0%	22.5%

**Sensitivity of Class OP to Prepayments
Assumed Price 78.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
3.7%	3.7%	3.7%	6.0%

**Sensitivity of Class SC to Prepayments
Assumed Price 102.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	16.0%	15.6%	15.3%	14.2%
0.28%	15.6%	15.3%	14.9%	13.9%
3.39%	7.7%	7.4%	7.1%	6.3%
6.50% and above	(0.1)%	(0.2)%	(0.5)%	(1.1)%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

** Indicates that investors will suffer a loss of virtually all of their investment.

**Sensitivity of Class SD to Prepayments
Assumed Price 86.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	7.9%	10.1%	12.4%	18.8%
0.28%	7.8%	9.9%	12.2%	18.6%
3.39%	4.3%	6.2%	8.7%	15.1%
6.50% and above	0.8%	2.5%	5.2%	11.7%

**Sensitivity of Class SG to Prepayments
Assumed Price 91.3638%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	7.9%	8.3%	8.5%	9.5%
0.28%	7.7%	8.1%	8.3%	9.4%
3.39%	4.3%	4.7%	4.9%	6.0%
6.50% and above	1.0%	1.4%	1.5%	2.7%

**Sensitivity of Class SP to Prepayments
Assumed Price 115.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	12.5%	12.5%	12.5%	11.3%
0.28%	12.2%	12.2%	12.2%	11.0%
3.39%	5.2%	5.2%	5.2%	4.0%
6.50% and above	(1.8)%	(1.8)%	(1.8)%	(3.0)%

**Sensitivity of Class SQ to Prepayments
Assumed Price 93.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	7.9%	7.9%	7.9%	8.5%
0.28%	7.7%	7.7%	7.7%	8.4%
3.39%	4.4%	4.4%	4.4%	5.1%
6.50% and above	1.1%	1.1%	1.1%	1.8%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

Sensitivity of Class SY to Prepayments
Assumed Price 14.06503%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	41.9%	37.5%	35.5%	23.0%
0.28%	40.8%	36.4%	34.4%	21.9%
3.39%	15.0%	10.1%	7.9%	(6.1)%
6.50% and above	**	**	**	**

Sensitivity of Class XS to Prepayments
Assumed Price 112.46134%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.15%	13.6%	13.1%	12.9%	11.6%
0.28%	13.3%	12.8%	12.6%	11.3%
3.39%	6.1%	5.6%	5.4%	4.2%
6.50% and above	(1.0)%	(1.5)%	(1.7)%	(2.9)%

SECURITY GROUP 3

Sensitivity of Class AI to Prepayments
Assumed Price 12.5%*

<u>PSA Prepayment Assumption Rates</u>				
<u>150%</u>	<u>324%</u>	<u>500%</u>	<u>556%</u>	<u>650%</u>
29.9%	17.5%	4.3%	0.0%	(7.0)%

Sensitivity of Class AO to Prepayments
Assumed Price 88.75%

<u>PSA Prepayment Assumption Rates</u>			
<u>150%</u>	<u>324%</u>	<u>500%</u>	<u>650%</u>
2.0%	3.3%	4.5%	5.4%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

** Indicates that investors will suffer a loss of virtually all of their investment.

**Sensitivity of Class ES to Prepayments
Assumed Price 7.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>324%</u>	<u>500%</u>	<u>650%</u>
0.15%	100.4%	91.0%	81.0%	72.2%
0.28%	97.8%	88.4%	78.4%	69.5%
3.44%	38.9%	27.3%	14.9%	4.1%
6.60% and above	**	**	**	**

SECURITY GROUP 4

**Sensitivity of Class IJ to Prepayments
Assumed Price 20.0%***

	<u>PSA Prepayment Assumption Rates</u>				
	<u>115%</u>	<u>218%</u>	<u>250%</u>	<u>432%</u>	<u>500%</u>
	14.3%	14.3%	14.3%	0.0%	(5.9)%

**Sensitivity of Class JI to Prepayments
Assumed Price 11.75%***

	<u>PSA Prepayment Assumption Rates</u>				
	<u>115%</u>	<u>218%</u>	<u>250%</u>	<u>470%</u>	<u>500%</u>
	12.7%	12.7%	12.7%	0.0%	(2.3)%

**Sensitivity of Class QI to Prepayments
Assumed Price 12.22595%***

	<u>PSA Prepayment Assumption Rates</u>				
	<u>115%</u>	<u>218%</u>	<u>250%</u>	<u>465%</u>	<u>500%</u>
	12.9%	12.9%	12.9%	0.0%	(2.8)%

SECURITY GROUP 5

**Sensitivity of Class S to Prepayments
Assumed Price 10.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>350%</u>	<u>390%</u>	<u>430%</u>	<u>800%</u>
0.1500%	43.0%	43.0%	43.0%	20.8%
0.2290%	41.9%	41.9%	41.9%	19.5%
3.3645%	(3.0)%	(3.0)%	(3.0)%	(32.2)%
6.5000% and above	**	**	**	**

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

** Indicates that investors will suffer a loss of virtually all of their investment.

SECURITY GROUP 6

Sensitivity of Class IA to Prepayments Assumed Price 10.0%*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>246%</u>	<u>342%</u>	<u>350%</u>	<u>500%</u>
34.6%	14.9%	0.1%	(1.1)%	(24.9)%

Sensitivity of Class IB to Prepayments Assumed Price 10.0%*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>246%</u>	<u>342%</u>	<u>350%</u>	<u>500%</u>
34.6%	14.9%	0.1%	(1.1)%	(24.9)%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The following tax discussion, when read in conjunction with the discussion of “Certain Federal Income Tax Consequences” in the Base Offering Circular, describes the material federal income tax considerations for investors in the Securities. However, these two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules.

U.S. Treasury Circular 230 Notice

The discussion contained in this Supplement and the Base Offering Circular as to certain federal tax consequences is not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. Such discussion is written to support the promotion or marketing of the transactions or matters addressed in this Supplement and the Base Offering Circular. Each taxpayer to whom such transactions or matters are being promoted, marketed or recommended should seek advice based on its particular circumstances from an independent tax advisor.

REMIC Elections

In the opinion of Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

Regular Securities

The Regular Securities will be treated as debt instruments issued by the Issuing REMIC for federal income tax purposes. Income on the Regular Securities must be reported under an accrual method of accounting.

The Principal Only, Notional and Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of Regular Securities may be issued with OID. See “*Certain Federal Income Tax Consequences— Tax Treatment of Regular Securities— Original Issue Discount,*” “*— Variable Rate Securities*” and “*— Interest Weighted Securities and Non-VRDI Securities*” in the Base Offering Circular.

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1	339%
2	210%
3	324%
4	218%
5	390%
6	246%

In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*.

The Regular Securities generally will be treated as “regular interests” in a REMIC for domestic building and loan associations and “real estate assets” for real estate investment trusts (“REITs”) as described in “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*. Similarly, interest on the Regular Securities will be considered “interest on obligations secured by mortgages on real property” for REITs.

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. Even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

Prospective Holders of Residual Securities should be aware that, at issuance, based on the expected prices of the Regular and Residual Securities and the prepayment assumption described above, the residual interests represented by the Residual Securities will be treated as “noneconomic residual interests” as that term is defined in Treasury regulations.

MX Securities

For a discussion of certain federal income tax consequences applicable to the MX Classes, see “*Certain Federal Income Tax Consequences — Tax Treatment of MX Securities*”, “*— Exchanges of MX*

Classes and Regular Classes” and “—Taxation of Foreign Holders of REMIC Securities and MX Securities” in the Base Offering Circular.

Investors should consult their own tax advisors in determining the federal, state, local and any other tax consequences to them of the purchase, ownership and disposition of the Securities.

ERISA MATTERS

Ginnie Mae guarantees distributions of principal and interest with respect to the Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Regular and MX Securities will qualify as “guaranteed governmental mortgage pool certificates” within the meaning of a Department of Labor regulation, the effect of which is to provide that mortgage loans and participations therein underlying a “guaranteed governmental mortgage pool certificate” will not be considered assets of an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), or subject to section 4975 of the Code (each, a “Plan”), solely by reason of the Plan’s purchase and holding of that certificate.

Governmental plans and certain church plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and the Code, may nevertheless be subject to local, state or other federal laws that are substantially similar to the foregoing provisions of ERISA and the Code. Fiduciaries of any such plans should consult with their counsel before purchasing any of the Securities.

Prospective Plan Investors should consult with their advisors, however, to determine whether the purchase, holding, or resale of a Security could give rise to a transaction that is prohibited or is not otherwise permissible under either ERISA or the Code.

See “ERISA Considerations” in the Base Offering Circular.

The Residual Securities are not offered to, and may not be transferred to, a Plan Investor.

LEGAL INVESTMENT CONSIDERATIONS

Institutions whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities may be subject to restrictions on investment in the Securities. **No representation is made about the proper characterization of any Class for legal investment or other purposes, or about the permissibility of the purchase by particular investors of any Class under applicable legal investment restrictions.**

Investors should consult their own legal advisors regarding applicable investment restrictions and the effect of any restrictions on the liquidity of the Securities prior to investing in the Securities.

See “Legal Investment Considerations” in the Base Offering Circular.

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) May 1, 2010 on the Fixed Rate Classes and (2) May 20, 2010 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they

act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that (1) the Original Class Principal Balance (or original Class Notional Balance) and (2) the Scheduled Principal Balances and Aggregate Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Aini & Lazar PLLC.

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
CZ	\$ 4,229,076	ZG	\$ 4,255,076	PAC/SUP	5.00%	FIX/Z	38377E3B8	May 2040
TZ	26,000							
Combination 2								
TI	\$ 13,750,000	PF	\$ 13,750,000	PAC/AD	(5)	FLT	38377E3C6	May 2040
YF	13,750,000							
Combination 3								
PS	\$ 13,750,000	YS	\$ 13,750,000	NTL (PAC/AD)	(5)	INV/IO	38377E3D4	May 2040
TI	13,750,000							
Security Group 2								
Combination 4								
IC	\$ 23,374,320	SC	\$ 9,349,728	SUP	(5)	INV	38377E3E2	May 2040
OC	9,349,728							
Combination 5								
IP	\$ 76,625,680	SP	\$ 30,650,272	PAC	(5)	INV	38377E3F9	May 2040
OP	30,650,272							
Combination 6								
IC	\$ 23,374,320	XS	\$ 40,000,000	PT	(5)	INV	38377E3G7	May 2040
IP	76,625,680							
OC	9,349,728							
OP	30,650,272							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
IC	\$ 23,374,320	SY	\$ 100,000,000	NTL (PT)	(5)	INV/IO	38377E3H5	May 2040
IP	76,625,680							
Combination 8								
OC	\$ 9,349,728	GO	\$ 40,000,000	PT	0.00%	PO	38377E3J1	May 2040
OP	30,650,272							
Combination 9								
IP	\$ 30,650,272	SQ	\$ 30,650,272	PAC	(5)	INV	38377E3K8	May 2040
OP	30,650,272							
Combination 10								
IC	\$ 9,349,728	SD	\$ 9,349,728	SUP	(5)	INV	38377E3L6	May 2040
OC	9,349,728							
Combination 11								
IP	\$ 30,650,272	SG	\$ 40,000,000	PT	(5)	INV	38377E3M4	May 2040
IC	9,349,728							
OC	9,349,728							
OP	30,650,272							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Maximum Original Class Principal Balance or Class Notional Balance(2)	Related MX Class	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 3								
Combination 12(6)								
AD	\$135,287,424	\$121,758,681	A	SEQ/AD	5.00%	FIX	38377E3N2	October 2034
		135,287,424	AC	SEQ/AD	4.25	FIX	38377E3P7	October 2034
		135,287,424	AE	SEQ/AD	4.00	FIX	38377E3Q5	October 2034
		135,287,424	AG	SEQ/AD	3.75	FIX	38377E3R3	October 2034
		121,758,681	AI	NTL (SEQ/AD)	5.00	FIX/IO	38377E3S1	October 2034
		135,287,424	AK	SEQ/AD	3.50	FIX	38377E3T9	October 2034
		135,287,424	AL	SEQ/AD	3.25	FIX	38377E3U6	October 2034
		135,287,424	AO	SEQ/AD	0.00	PO	38377E3V4	October 2034
		135,287,424	AU	SEQ/AD	3.00	FIX	38377E3W2	October 2034
		135,287,424	AW	SEQ/AD	2.75	FIX	38377E3X0	October 2034
		135,287,424	AY	SEQ/AD	2.50	FIX	38377E3Y8	October 2034
		128,167,033	BA	SEQ/AD	4.75	FIX	38377E3Z5	October 2034
Security Group 4								
Combination 13								
IJ	\$ 905,800	\$ 15,700,900	QI	NTL (PAC I)	5.00%	FIX/IO	38377E4A9	September 2034
JJ	14,795,100							
Security Group 5								
Combination 14								
ZU	\$ 5,117,584	\$ 6,799,463	NZ	PAC/SUP	5.00%	FIX/Z	38377E4B7	May 2040
ZY	1,681,879							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 6								
Combination 15(6)								
AB	\$ 11,210,000	AM	\$ 11,210,000	SEQ	3.00%	FIX	38377E4C5	September 2034
		AN	11,210,000	SEQ	3.50	FIX	38377E4D3	September 2034
		IA	1,868,333	NTL (SEQ)	4.50	FIX/IO	38377E4E1	September 2034

(1) All exchanges must comply with minimum denominations restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under “Class Types” in Appendix I to the Base Offering Circular.

(4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.

(5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.

(6) In the case of Combinations 12 and 15, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
Initial Balance	\$33,776,000.00	\$30,650,272.00	\$111,664,000.00
June 2010	33,661,665.78	30,580,189.56	111,408,319.97
July 2010	33,547,155.82	30,501,935.58	111,123,640.23
August 2010	33,414,912.53	30,415,537.44	110,810,057.76
September 2010	33,265,021.53	30,321,027.57	110,467,686.77
October 2010	33,097,593.59	30,218,443.44	110,096,658.62
November 2010	32,912,764.63	30,107,827.56	109,697,121.81
December 2010	32,710,695.63	29,989,227.43	109,269,241.87
January 2011	32,491,572.47	29,862,695.54	108,813,201.26
February 2011	32,255,605.78	29,728,289.33	108,329,199.29
March 2011	32,003,030.63	29,586,071.13	107,817,451.98
April 2011	31,734,106.24	29,436,108.15	107,278,191.90
May 2011	31,449,115.58	29,278,472.43	106,711,668.03
June 2011	31,148,364.96	29,113,240.73	106,118,145.59
July 2011	30,832,183.52	28,940,494.56	105,497,905.80
August 2011	30,500,922.66	28,760,320.05	104,851,245.74
September 2011	30,154,955.45	28,572,807.91	104,178,478.04
October 2011	29,794,675.98	28,378,053.34	103,479,930.73
November 2011	29,420,498.62	28,176,155.98	102,755,946.90
December 2011	29,032,857.24	27,967,219.80	102,006,884.49
January 2012	28,632,204.43	27,751,353.02	101,233,115.94
February 2012	28,219,010.59	27,528,668.03	100,435,027.97
March 2012	27,793,763.04	27,299,281.28	99,613,021.16
April 2012	27,356,965.07	27,063,313.18	98,767,509.72
May 2012	26,909,134.91	26,820,888.01	97,898,921.06
June 2012	26,450,804.74	26,572,133.81	97,007,695.49
July 2012	25,982,519.55	26,317,182.22	96,094,285.83
August 2012	25,504,836.13	26,056,168.45	95,159,157.00
September 2012	25,018,321.84	25,789,231.08	94,202,785.68
October 2012	24,539,540.90	25,524,036.81	93,252,368.69
November 2012	24,068,372.59	25,260,574.65	92,307,870.23
December 2012	23,604,698.02	24,998,833.71	91,369,254.73
January 2013	23,148,400.14	24,738,803.13	90,436,486.81
February 2013	22,699,363.73	24,480,472.14	89,509,531.31
March 2013	22,257,475.33	24,223,830.04	88,588,353.29
April 2013	21,822,623.23	23,968,866.19	87,672,917.99
May 2013	21,394,697.45	23,715,570.02	86,763,190.88
June 2013	20,973,589.70	23,463,931.01	85,859,137.64
July 2013	20,559,193.39	23,213,938.72	84,960,724.14
August 2013	20,151,403.53	22,965,582.79	84,067,916.46

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
September 2013	\$19,750,116.80	\$22,718,852.89	\$ 83,180,680.87
October 2013	19,355,231.44	22,473,738.78	82,298,983.86
November 2013	18,966,647.28	22,230,230.28	81,422,792.11
December 2013	18,584,265.71	21,988,317.26	80,552,072.50
January 2014	18,207,989.60	21,747,989.67	79,686,792.11
February 2014	17,837,723.37	21,509,237.51	78,826,918.21
March 2014	17,473,372.89	21,272,050.85	77,972,418.27
April 2014	17,114,845.50	21,036,419.82	77,123,259.95
May 2014	16,762,049.96	20,802,334.62	76,279,411.10
June 2014	16,414,896.44	20,569,785.49	75,440,839.78
July 2014	16,073,296.52	20,338,762.74	74,607,514.22
August 2014	15,737,163.13	20,109,256.76	73,779,402.85
September 2014	15,406,410.55	19,881,257.97	72,956,474.28
October 2014	15,080,954.38	19,654,756.87	72,138,697.31
November 2014	14,760,711.55	19,429,744.02	71,326,040.93
December 2014	14,445,600.25	19,206,210.01	70,518,474.31
January 2015	14,135,539.95	18,984,145.53	69,715,966.82
February 2015	13,830,451.36	18,763,541.29	68,918,487.99
March 2015	13,530,256.42	18,544,388.10	68,126,007.53
April 2015	13,234,878.28	18,326,676.78	67,338,495.35
May 2015	12,944,241.29	18,110,398.25	66,555,921.54
June 2015	12,658,270.96	17,895,543.45	65,778,256.35
July 2015	12,376,893.94	17,682,103.41	65,005,470.21
August 2015	12,100,038.05	17,470,069.19	64,237,533.74
September 2015	11,827,632.21	17,259,431.91	63,474,417.73
October 2015	11,559,736.99	17,050,182.77	62,716,093.13
November 2015	11,297,794.39	16,842,312.99	61,962,531.09
December 2015	11,041,673.94	16,635,813.87	61,213,702.91
January 2016	10,791,247.98	16,430,676.74	60,469,580.07
February 2016	10,546,391.62	16,226,893.02	59,730,134.21
March 2016	10,306,982.68	16,024,454.15	58,995,337.16
April 2016	10,072,901.66	15,823,351.64	58,265,160.90
May 2016	9,844,031.61	15,623,577.04	57,539,577.57
June 2016	9,620,258.17	15,425,121.97	56,818,559.51
July 2016	9,401,469.44	15,227,978.10	56,102,079.19
August 2016	9,187,555.93	15,032,137.13	55,390,109.26
September 2016	8,978,410.58	14,837,590.84	54,682,622.53
October 2016	8,773,928.61	14,644,331.05	53,979,591.98
November 2016	8,574,007.55	14,452,349.62	53,280,990.73
December 2016	8,378,547.13	14,261,638.48	52,586,792.08
January 2017	8,187,449.30	14,072,189.59	51,896,969.49
February 2017	8,000,618.10	13,883,994.99	51,211,496.57
March 2017	7,817,959.69	13,697,046.73	50,530,347.08

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
April 2017	\$ 7,639,382.26	\$13,511,336.94	\$ 49,853,494.95
May 2017	7,464,795.98	13,326,857.80	49,180,914.26
June 2017	7,294,113.02	13,143,601.51	48,512,579.25
July 2017	7,127,247.42	12,961,560.35	47,848,464.31
August 2017	6,964,115.10	12,780,726.63	47,188,543.97
September 2017	6,804,633.84	12,601,092.72	46,532,792.94
October 2017	6,648,723.17	12,422,651.02	45,881,186.05
November 2017	6,496,304.41	12,245,394.00	45,233,698.31
December 2017	6,347,300.57	12,069,314.15	44,590,304.85
January 2018	6,201,636.35	11,894,404.04	43,950,980.97
February 2018	6,059,238.07	11,720,656.26	43,315,702.10
March 2018	5,920,033.70	11,548,063.45	42,684,443.84
April 2018	5,783,952.74	11,376,618.32	42,057,181.91
May 2018	5,650,926.25	11,206,313.58	41,433,892.19
June 2018	5,520,886.78	11,037,142.03	40,814,550.71
July 2018	5,393,768.36	10,869,096.50	40,199,133.62
August 2018	5,269,506.46	10,702,169.84	39,587,617.23
September 2018	5,148,037.95	10,536,354.99	38,979,977.98
October 2018	5,029,301.10	10,372,916.23	38,376,192.47
November 2018	4,913,235.51	10,211,873.58	37,780,347.71
December 2018	4,799,782.10	10,053,193.01	37,193,242.88
January 2019	4,688,883.08	9,896,840.95	36,614,753.79
February 2019	4,580,481.93	9,742,784.33	36,044,758.03
March 2019	4,474,523.36	9,590,990.51	35,483,134.86
April 2019	4,370,953.29	9,441,427.32	34,929,765.24
May 2019	4,269,718.82	9,294,063.04	34,384,531.77
June 2019	4,170,768.22	9,148,866.38	33,847,318.72
July 2019	4,074,050.88	9,005,806.51	33,318,011.93
August 2019	3,979,517.28	8,864,853.00	32,796,498.88
September 2019	3,887,119.03	8,725,975.87	32,282,668.59
October 2019	3,796,808.74	8,589,145.55	31,776,411.64
November 2019	3,708,540.12	8,454,332.86	31,277,620.12
December 2019	3,622,267.83	8,321,509.07	30,786,187.66
January 2020	3,537,947.58	8,190,645.83	30,302,009.33
February 2020	3,455,536.02	8,061,715.16	29,824,981.71
March 2020	3,374,990.75	7,934,689.52	29,355,002.80
April 2020	3,296,270.31	7,809,541.73	28,891,972.03
May 2020	3,219,334.13	7,686,244.97	28,435,790.24
June 2020	3,144,142.56	7,564,772.84	27,986,359.63
July 2020	3,070,656.79	7,445,099.26	27,543,583.81
August 2020	2,998,838.88	7,327,198.56	27,107,367.71
September 2020	2,928,651.71	7,211,045.39	26,677,617.58
October 2020	2,860,058.98	7,096,614.78	26,254,241.02

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
November 2020	\$ 2,793,025.20	\$ 6,983,882.11	\$ 25,837,146.88
December 2020	2,727,515.63	6,872,823.08	25,426,245.32
January 2021	2,663,496.31	6,763,413.76	25,021,447.72
February 2021	2,600,934.04	6,655,630.53	24,622,666.74
March 2021	2,539,796.32	6,549,450.11	24,229,816.23
April 2021	2,480,051.39	6,444,849.56	23,842,811.26
May 2021	2,421,668.16	6,341,806.24	23,461,568.11
June 2021	2,364,616.26	6,240,297.83	23,086,004.19
July 2021	2,308,865.95	6,140,302.34	22,716,038.09
August 2021	2,254,388.18	6,041,798.07	22,351,589.56
September 2021	2,201,154.50	5,944,763.64	21,992,579.43
October 2021	2,149,137.13	5,849,177.94	21,638,929.68
November 2021	2,098,308.86	5,755,020.20	21,290,563.36
December 2021	2,048,643.11	5,662,269.90	20,947,404.62
January 2022	2,000,113.86	5,570,906.83	20,609,378.65
February 2022	1,952,695.69	5,480,911.06	20,276,411.70
March 2022	1,906,363.73	5,392,262.94	19,948,431.07
April 2022	1,861,093.64	5,304,943.10	19,625,365.05
May 2022	1,816,861.64	5,218,932.42	19,307,142.96
June 2022	1,773,644.46	5,134,212.08	18,993,695.11
July 2022	1,731,419.35	5,050,763.50	18,684,952.77
August 2022	1,690,164.06	4,968,568.38	18,380,848.21
September 2022	1,649,856.84	4,887,608.66	18,081,314.61
October 2022	1,610,476.40	4,807,866.53	17,786,286.13
November 2022	1,572,001.94	4,729,324.46	17,495,697.82
December 2022	1,534,413.11	4,651,965.14	17,209,485.67
January 2023	1,497,690.01	4,575,771.52	16,927,586.55
February 2023	1,461,813.18	4,500,726.76	16,649,938.24
March 2023	1,426,763.59	4,426,814.29	16,376,479.37
April 2023	1,392,522.62	4,354,017.77	16,107,149.45
May 2023	1,359,072.10	4,282,321.06	15,841,888.83
June 2023	1,326,394.21	4,211,708.29	15,580,638.72
July 2023	1,294,471.56	4,142,163.78	15,323,341.14
August 2023	1,263,287.13	4,073,672.08	15,069,938.93
September 2023	1,232,824.29	4,006,217.96	14,820,375.74
October 2023	1,203,066.75	3,939,786.41	14,574,596.00
November 2023	1,173,998.62	3,874,362.63	14,332,544.95
December 2023	1,145,604.34	3,809,932.02	14,094,168.57
January 2024	1,117,868.68	3,746,480.19	13,859,413.63
February 2024	1,090,776.79	3,683,992.95	13,628,227.64
March 2024	1,064,314.10	3,622,456.32	13,400,558.83
April 2024	1,038,466.39	3,561,856.50	13,176,356.20
May 2024	1,013,219.77	3,502,179.91	12,955,569.43

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
June 2024	\$ 988,560.63	\$ 3,443,413.15	\$ 12,738,148.95
July 2024	964,475.67	3,385,542.99	12,524,045.86
August 2024	940,951.90	3,328,556.41	12,313,211.95
September 2024	917,976.59	3,272,440.57	12,105,599.72
October 2024	895,537.32	3,217,182.81	11,901,162.31
November 2024	873,621.94	3,162,770.65	11,699,853.53
December 2024	852,218.57	3,109,191.77	11,501,627.86
January 2025	831,315.57	3,056,434.06	11,306,440.41
February 2025	810,901.60	3,004,485.54	11,114,246.91
March 2025	790,965.54	2,953,334.43	10,925,003.76
April 2025	771,496.53	2,902,969.11	10,738,667.92
May 2025	752,483.96	2,853,378.11	10,555,197.01
June 2025	733,917.45	2,804,550.13	10,374,549.22
July 2025	715,786.83	2,756,474.04	10,196,683.34
August 2025	698,082.19	2,709,138.87	10,021,558.75
September 2025	680,793.83	2,662,533.78	9,849,135.40
October 2025	663,912.26	2,616,648.10	9,679,373.81
November 2025	647,428.20	2,571,471.33	9,512,235.05
December 2025	631,332.59	2,526,993.07	9,347,680.75
January 2026	615,616.56	2,483,203.12	9,185,673.08
February 2026	600,271.44	2,440,091.40	9,026,174.77
March 2026	585,288.76	2,397,647.96	8,869,149.05
April 2026	570,660.23	2,355,863.02	8,714,559.67
May 2026	556,377.76	2,314,726.93	8,562,370.92
June 2026	542,433.43	2,274,230.15	8,412,547.58
July 2026	528,819.50	2,234,363.32	8,265,054.93
August 2026	515,528.40	2,195,117.18	8,119,858.75
September 2026	502,552.73	2,156,482.61	7,976,925.31
October 2026	489,885.26	2,118,450.63	7,836,221.35
November 2026	477,518.92	2,081,012.37	7,697,714.08
December 2026	465,446.80	2,044,159.11	7,561,371.20
January 2027	453,662.14	2,007,882.23	7,427,160.83
February 2027	442,158.34	1,972,173.24	7,295,051.58
March 2027	430,928.94	1,937,023.78	7,165,012.49
April 2027	419,967.62	1,902,425.60	7,037,013.05
May 2027	409,268.22	1,868,370.57	6,911,023.17
June 2027	398,824.72	1,834,850.68	6,787,013.21
July 2027	388,631.20	1,801,858.02	6,664,953.93
August 2027	378,681.90	1,769,384.82	6,544,816.52
September 2027	368,971.21	1,737,423.39	6,426,572.58
October 2027	359,493.59	1,705,966.16	6,310,194.12
November 2027	350,243.68	1,675,005.69	6,195,653.53
December 2027	341,216.22	1,644,534.61	6,082,923.62

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
January 2028	\$ 332,406.05	\$ 1,614,545.69	\$ 5,971,977.58
February 2028	323,808.15	1,585,031.77	5,862,788.96
March 2028	315,417.61	1,555,985.81	5,755,331.72
April 2028	307,229.62	1,527,400.88	5,649,580.17
May 2028	299,239.49	1,499,270.13	5,545,509.01
June 2028	291,442.64	1,471,586.83	5,443,093.28
July 2028	283,834.56	1,444,344.31	5,342,308.38
August 2028	276,410.89	1,417,536.03	5,243,130.08
September 2028	269,167.34	1,391,155.54	5,145,534.48
October 2028	262,099.71	1,365,196.46	5,049,498.02
November 2028	255,203.92	1,339,652.53	4,954,997.49
December 2028	248,475.96	1,314,517.55	4,862,010.01
January 2029	241,911.93	1,289,785.43	4,770,513.03
February 2029	235,508.01	1,265,450.17	4,680,484.30
March 2029	229,260.45	1,241,505.84	4,591,901.91
April 2029	223,165.61	1,217,946.59	4,504,744.28
May 2029	217,219.92	1,194,766.69	4,418,990.11
June 2029	211,419.90	1,171,960.46	4,334,618.42
July 2029	205,762.14	1,149,522.31	4,251,608.53
August 2029	200,243.30	1,127,446.72	4,169,940.05
September 2029	194,860.14	1,105,728.27	4,089,592.89
October 2029	189,609.47	1,084,361.62	4,010,547.25
November 2029	184,488.19	1,063,341.47	3,932,783.62
December 2029	179,493.26	1,042,662.64	3,856,282.75
January 2030	174,621.71	1,022,320.00	3,781,025.70
February 2030	169,870.64	1,002,308.50	3,706,993.76
March 2030	165,237.21	982,623.15	3,634,168.53
April 2030	160,718.66	963,259.07	3,562,531.85
May 2030	156,312.28	944,211.40	3,492,065.84
June 2030	152,015.43	925,475.39	3,422,752.85
July 2030	147,825.52	907,046.34	3,354,575.52
August 2030	143,740.02	888,919.61	3,287,516.71
September 2030	139,756.47	871,090.65	3,221,559.55
October 2030	135,872.46	853,554.96	3,156,687.39
November 2030	132,085.62	836,308.11	3,092,883.85
December 2030	128,393.67	819,345.73	3,030,132.77
January 2031	124,794.34	802,663.52	2,968,418.21
February 2031	121,285.45	786,257.24	2,907,724.49
March 2031	117,864.84	770,122.69	2,848,036.13
April 2031	114,530.41	754,255.78	2,789,337.90
May 2031	111,280.12	738,652.42	2,731,614.76
June 2031	108,111.96	723,308.63	2,674,851.92
July 2031	105,023.98	708,220.46	2,619,034.78

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
August 2031	\$ 102,014.26	\$ 693,384.02	\$ 2,564,148.96
September 2031	99,080.94	678,795.48	2,510,180.30
October 2031	96,222.19	664,451.07	2,457,114.82
November 2031	93,436.22	650,347.07	2,404,938.76
December 2031	90,721.30	636,479.81	2,353,638.56
January 2032	88,075.72	622,845.68	2,303,200.86
February 2032	85,497.82	609,441.12	2,253,612.48
March 2032	82,985.98	596,262.61	2,204,860.45
April 2032.	80,538.61	583,306.72	2,156,931.96
May 2032	78,154.17	570,570.02	2,109,814.42
June 2032	75,831.12	558,049.16	2,063,495.40
July 2032	73,568.01	545,740.83	2,017,962.66
August 2032	71,363.37	533,641.77	1,973,204.15
September 2032	69,215.81	521,748.77	1,929,207.96
October 2032	67,123.94	510,058.66	1,885,962.40
November 2032	65,086.41	498,568.32	1,843,455.91
December 2032	63,101.91	487,274.68	1,801,677.12
January 2033	61,169.16	476,174.70	1,760,614.83
February 2033	59,286.89	465,265.42	1,720,257.98
March 2033	57,453.89	454,543.87	1,680,595.70
April 2033.	55,668.96	444,007.16	1,641,617.26
May 2033	53,930.92	433,652.45	1,603,312.10
June 2033	52,238.64	423,476.90	1,565,669.79
July 2033	50,590.99	413,477.76	1,528,680.09
August 2033	48,986.90	403,652.28	1,492,332.88
September 2033	47,425.28	393,997.77	1,456,618.19
October 2033	45,905.12	384,511.59	1,421,526.22
November 2033	44,425.38	375,191.11	1,387,047.29
December 2033	42,985.08	366,033.76	1,353,171.87
January 2034	41,583.26	357,037.01	1,319,890.57
February 2034	40,218.96	348,198.35	1,287,194.14
March 2034	38,891.26	339,515.32	1,255,073.46
April 2034.	37,599.26	330,985.48	1,223,519.56
May 2034	36,342.08	322,606.46	1,192,523.57
June 2034	35,118.86	314,375.89	1,162,076.77
July 2034	33,928.76	306,291.44	1,132,170.59
August 2034	32,770.96	298,350.84	1,102,796.55
September 2034	31,644.66	290,551.83	1,073,946.31
October 2034	30,549.07	282,892.18	1,045,611.65
November 2034	29,483.45	275,369.71	1,017,784.49
December 2034	28,447.03	267,982.25	990,456.83
January 2035	27,439.10	260,727.70	963,620.83
February 2035	26,458.93	253,603.95	937,268.73

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
March 2035	\$ 25,505.85	\$ 246,608.95	\$ 911,392.92
April 2035	24,579.16	239,740.65	885,985.87
May 2035	23,678.21	232,997.07	861,040.19
June 2035	22,802.36	226,376.22	836,548.56
July 2035	21,950.97	219,876.17	812,503.82
August 2035	21,123.43	213,495.00	788,898.88
September 2035	20,319.14	207,230.82	765,726.76
October 2035	19,537.50	201,081.79	742,980.59
November 2035	18,777.96	195,046.06	720,653.60
December 2035	18,039.95	189,121.85	698,739.12
January 2036	17,322.92	183,307.36	677,230.59
February 2036	16,626.34	177,600.85	656,121.52
March 2036	15,949.69	172,000.60	635,405.55
April 2036	15,292.47	166,504.91	615,076.39
May 2036	14,654.18	161,112.11	595,127.86
June 2036	14,034.34	155,820.55	575,553.85
July 2036	13,432.47	150,628.61	556,348.36
August 2036	12,848.12	145,534.68	537,505.49
September 2036	12,280.83	140,537.20	519,019.39
October 2036	11,730.17	135,634.60	500,884.33
November 2036	11,195.70	130,825.37	483,094.67
December 2036	10,677.02	126,108.00	465,644.82
January 2037	10,173.71	121,481.01	448,529.30
February 2037	9,685.37	116,942.92	431,742.71
March 2037	9,211.63	112,492.32	415,279.72
April 2037	8,752.09	108,127.77	399,135.09
May 2037	8,306.39	103,847.88	383,303.66
June 2037	7,874.17	99,651.28	367,780.34
July 2037	7,455.07	95,536.62	352,560.12
August 2037	7,048.76	91,502.55	337,638.05
September 2037	6,654.89	87,547.76	323,009.29
October 2037	6,273.15	83,670.97	308,669.04
November 2037	5,903.21	79,870.89	294,612.59
December 2037	5,544.76	76,146.28	280,835.29
January 2038	5,197.50	72,495.88	267,332.57
February 2038	4,861.12	68,918.50	254,099.92
March 2038	4,535.35	65,412.91	241,132.90
April 2038	4,219.91	61,977.95	228,427.14
May 2038	3,914.50	58,612.46	215,978.34
June 2038	3,618.88	55,315.28	203,782.25
July 2038	3,332.76	52,085.28	191,834.70
August 2038	3,055.92	48,921.36	180,131.59
September 2038	2,788.08	45,822.42	168,668.85

<u>Distribution Date</u>	<u>Classes PD, TZ and YF (in the aggregate)</u>	<u>Class OP</u>	<u>Classes JA, JB, JC, JD and JE (in the aggregate)</u>
October 2038	\$ 2,529.01	\$ 42,787.38	\$ 157,442.50
November 2038	2,278.47	39,815.18	146,448.61
December 2038	2,036.24	36,904.77	135,683.32
January 2039	1,802.08	34,055.13	125,142.81
February 2039	1,575.78	31,265.24	114,823.33
March 2039	1,357.12	28,534.10	104,721.19
April 2039	1,145.89	25,860.72	94,832.75
May 2039	941.89	23,244.15	85,154.42
June 2039	744.93	20,683.43	75,682.68
July 2039	554.80	18,177.61	66,414.05
August 2039	371.33	15,725.77	57,345.11
September 2039	194.32	13,327.00	48,472.49
October 2039	23.59	10,980.41	39,792.88
November 2039	0.00	8,685.11	31,303.01
December 2039	0.00	6,440.23	22,999.66
January 2040	0.00	4,244.92	14,879.66
February 2040	0.00	2,098.33	6,939.89
March 2040 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
Initial Balance	\$15,766,000.00	\$59,882,416.00
June 2010	15,643,047.36	59,633,207.24
July 2010	15,593,430.00	59,366,841.64
August 2010	15,531,482.95	59,062,193.41
September 2010	15,457,267.35	58,719,528.99
October 2010	15,370,862.15	58,339,183.93
November 2010	15,272,364.04	57,921,562.63
December 2010	15,161,887.36	57,467,138.00
January 2011	15,039,564.08	56,976,450.89
February 2011	14,905,543.56	56,450,109.28
March 2011	14,759,992.47	55,888,787.34
April 2011	14,603,094.54	55,293,224.14
May 2011	14,435,050.35	54,664,222.31
June 2011	14,256,077.05	54,002,646.44
July 2011	14,066,408.10	53,309,421.21
August 2011	13,866,292.90	52,585,529.44
September 2011	13,655,996.50	51,832,009.88
October 2011	13,435,799.11	51,049,954.82
November 2011	13,205,995.79	50,240,507.55
December 2011	12,966,895.96	49,404,859.61
January 2012	12,718,822.92	48,544,247.93
February 2012	12,462,113.34	47,659,951.78
March 2012	12,197,116.82	46,753,289.54
April 2012	11,924,195.21	45,825,615.46
May 2012	11,643,722.14	44,878,316.18
June 2012	11,356,082.38	43,912,807.16
July 2012	11,061,671.19	42,930,529.09
August 2012	10,760,893.76	41,932,944.12
September 2012	10,454,164.47	40,955,707.24
October 2012	10,153,126.64	39,998,408.39
November 2012	9,857,712.27	39,060,645.75
December 2012	9,567,854.00	38,142,025.49
January 2013	9,283,485.23	37,242,161.68
February 2013	9,004,540.00	36,360,676.09
March 2013	8,730,953.04	35,497,198.02
April 2013	8,462,659.76	34,651,364.24
May 2013	8,199,596.22	33,822,818.72
June 2013	7,941,699.15	33,011,212.60
July 2013	7,688,905.92	32,216,203.95
August 2013	7,441,154.56	31,437,457.71
September 2013	7,198,383.75	30,674,645.51
October 2013	6,960,532.78	29,927,445.55
November 2013	6,727,541.57	29,195,542.48

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
December 2013	\$ 6,499,350.67	\$28,478,627.23
January 2014	6,275,901.25	27,776,396.94
February 2014	6,057,135.08	27,088,554.82
March 2014.	5,842,994.54	26,414,809.99
April 2014.	5,633,422.61	25,754,877.43
May 2014	5,428,362.86	25,108,477.79
June 2014.	5,227,759.44	24,475,337.35
July 2014	5,031,557.09	23,855,187.84
August 2014	4,839,701.11	23,247,766.39
September 2014	4,652,137.40	22,652,815.39
October 2014	4,468,812.41	22,070,082.38
November 2014	4,289,673.14	21,499,319.98
December 2014	4,114,667.15	20,940,285.75
January 2015	3,943,742.53	20,393,826.87
February 2015	3,776,847.95	19,861,439.20
March 2015.	3,613,932.61	19,342,764.01
April 2015.	3,454,946.22	18,837,451.65
May 2015	3,299,839.02	18,345,161.31
June 2015	3,148,561.78	17,865,560.80
July 2015	3,001,065.82	17,398,326.35
August 2015	2,857,302.90	16,943,142.39
September 2015	2,717,225.36	16,499,701.32
October 2015	2,580,786.00	16,067,703.36
November 2015	2,447,938.12	15,646,856.28
December 2015	2,318,635.54	15,236,875.30
January 2016	2,192,832.53	14,837,482.82
February 2016	2,070,483.88	14,448,408.30
March 2016.	1,951,544.82	14,069,388.04
April 2016.	1,835,971.09	13,700,165.02
May 2016	1,723,718.90	13,340,488.75
June 2016.	1,614,744.88	12,990,115.09
July 2016	1,509,006.16	12,648,806.09
August 2016	1,406,460.32	12,316,329.83
September 2016	1,307,065.38	11,992,460.28
October 2016	1,210,779.81	11,676,977.14
November 2016	1,117,562.54	11,369,665.70
December 2016	1,027,372.93	11,070,316.72
January 2017	940,170.74	10,778,726.24
February 2017	855,916.20	10,494,695.50
March 2017.	774,569.97	10,218,030.78
April 2017.	696,093.10	9,948,543.28
May 2017	620,447.08	9,686,049.01
June 2017.	547,593.80	9,430,368.63

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
July 2017	\$ 477,495.56	\$ 9,181,327.38
August 2017	410,115.08	8,938,754.93
September 2017	345,415.47	8,702,485.29
October 2017	283,360.25	8,472,356.68
November 2017	223,913.29	8,248,211.44
December 2017	167,038.91	8,029,895.92
January 2018	115,891.30	7,817,260.37
February 2018	70,780.91	7,610,158.87
March 2018.	31,589.29	7,408,449.20
April 2018.	0.00	7,211,992.76
May 2018	0.00	7,020,654.49
June 2018	0.00	6,834,302.75
July 2018	0.00	6,652,809.27
August 2018	0.00	6,476,049.04
September 2018	0.00	6,303,900.24
October 2018	0.00	6,136,244.15
November 2018	0.00	5,972,965.08
December 2018	0.00	5,813,950.28
January 2019	0.00	5,659,089.89
February 2019	0.00	5,508,276.83
March 2019.	0.00	5,361,406.79
April 2019.	0.00	5,218,378.08
May 2019	0.00	5,079,091.63
June 2019	0.00	4,943,450.89
July 2019	0.00	4,811,361.78
August 2019	0.00	4,682,732.61
September 2019	0.00	4,557,474.04
October 2019	0.00	4,435,499.03
November 2019	0.00	4,316,722.73
December 2019	0.00	4,201,062.49
January 2020	0.00	4,088,437.74
February 2020	0.00	3,978,770.01
March 2020.	0.00	3,871,982.81
April 2020.	0.00	3,768,001.61
May 2020	0.00	3,666,753.78
June 2020	0.00	3,568,168.57
July 2020	0.00	3,472,177.03
August 2020	0.00	3,378,711.97
September 2020	0.00	3,287,707.92
October 2020	0.00	3,199,101.10
November 2020	0.00	3,112,829.36
December 2020	0.00	3,028,832.12
January 2021	0.00	2,947,050.40

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
February 2021	\$ 0.00	\$ 2,867,426.67
March 2021	0.00	2,789,904.94
April 2021	0.00	2,714,430.60
May 2021	0.00	2,640,950.48
June 2021	0.00	2,569,412.76
July 2021	0.00	2,499,766.95
August 2021	0.00	2,431,963.86
September 2021	0.00	2,365,955.55
October 2021	0.00	2,301,695.33
November 2021	0.00	2,239,137.69
December 2021	0.00	2,178,238.32
January 2022	0.00	2,118,954.02
February 2022	0.00	2,061,242.71
March 2022	0.00	2,005,063.39
April 2022	0.00	1,950,376.12
May 2022	0.00	1,897,142.00
June 2022	0.00	1,845,323.09
July 2022	0.00	1,794,882.47
August 2022	0.00	1,745,784.16
September 2022	0.00	1,697,993.09
October 2022	0.00	1,651,475.10
November 2022	0.00	1,606,196.93
December 2022	0.00	1,562,126.15
January 2023	0.00	1,519,231.19
February 2023	0.00	1,477,481.28
March 2023	0.00	1,436,846.44
April 2023	0.00	1,397,297.48
May 2023	0.00	1,358,805.94
June 2023	0.00	1,321,344.13
July 2023	0.00	1,284,885.04
August 2023	0.00	1,249,402.38
September 2023	0.00	1,214,870.52
October 2023	0.00	1,181,264.52
November 2023	0.00	1,148,560.06
December 2023	0.00	1,116,733.45
January 2024	0.00	1,085,761.64
February 2024	0.00	1,055,622.15
March 2024	0.00	1,026,293.09
April 2024	0.00	997,753.13
May 2024	0.00	969,981.51
June 2024	0.00	942,957.99
July 2024	0.00	916,662.87
August 2024	0.00	891,076.94

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
September 2024	\$ 0.00	\$ 866,181.51
October 2024	0.00	841,958.37
November 2024	0.00	818,389.77
December 2024	0.00	795,458.43
January 2025	0.00	773,147.52
February 2025	0.00	751,440.64
March 2025.	0.00	730,321.84
April 2025.	0.00	709,775.54
May 2025	0.00	689,786.61
June 2025	0.00	670,340.29
July 2025	0.00	651,422.21
August 2025	0.00	633,018.37
September 2025	0.00	615,115.14
October 2025	0.00	597,699.23
November 2025	0.00	580,757.73
December 2025	0.00	564,278.03
January 2026	0.00	548,247.87
February 2026	0.00	532,655.31
March 2026.	0.00	517,488.70
April 2026.	0.00	502,736.72
May 2026	0.00	488,388.33
June 2026	0.00	474,432.79
July 2026	0.00	460,859.62
August 2026	0.00	447,658.65
September 2026	0.00	434,819.93
October 2026	0.00	422,333.81
November 2026	0.00	410,190.88
December 2026	0.00	398,381.96
January 2027	0.00	386,898.12
February 2027	0.00	375,730.69
March 2027.	0.00	364,871.18
April 2027.	0.00	354,311.36
May 2027	0.00	344,043.21
June 2027	0.00	334,058.90
July 2027	0.00	324,350.82
August 2027	0.00	314,911.56
September 2027	0.00	305,733.91
October 2027	0.00	296,810.83
November 2027	0.00	288,135.50
December 2027	0.00	279,701.23
January 2028	0.00	271,501.56
February 2028	0.00	263,530.16
March 2028.	0.00	255,780.87

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
April 2028	\$ 0.00	\$ 248,247.72
May 2028	0.00	240,924.88
June 2028	0.00	233,806.66
July 2028	0.00	226,887.54
August 2028	0.00	220,162.15
September 2028	0.00	213,625.23
October 2028	0.00	207,271.70
November 2028	0.00	201,096.58
December 2028	0.00	195,095.04
January 2029	0.00	189,262.38
February 2029	0.00	183,594.02
March 2029	0.00	178,085.48
April 2029	0.00	172,732.44
May 2029	0.00	167,530.66
June 2029	0.00	162,476.04
July 2029	0.00	157,564.55
August 2029	0.00	152,792.31
September 2029	0.00	148,155.51
October 2029	0.00	143,650.47
November 2029	0.00	139,273.58
December 2029	0.00	135,021.35
January 2030	0.00	130,890.36
February 2030	0.00	126,877.30
March 2030	0.00	122,978.93
April 2030	0.00	119,192.12
May 2030	0.00	115,513.81
June 2030	0.00	111,941.02
July 2030	0.00	108,470.84
August 2030	0.00	105,100.47
September 2030	0.00	101,827.14
October 2030	0.00	98,648.20
November 2030	0.00	95,561.04
December 2030	0.00	92,563.13
January 2031	0.00	89,652.00
February 2031	0.00	86,825.26
March 2031	0.00	84,080.58
April 2031	0.00	81,415.68
May 2031	0.00	78,828.35
June 2031	0.00	76,316.45
July 2031	0.00	73,877.89
August 2031	0.00	71,510.61
September 2031	0.00	69,212.66
October 2031	0.00	66,982.08

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
November 2031	\$ 0.00	\$ 64,817.02
December 2031	0.00	62,715.65
January 2032	0.00	60,676.17
February 2032	0.00	58,696.88
March 2032	0.00	56,776.09
April 2032	0.00	54,912.15
May 2032	0.00	53,103.49
June 2032	0.00	51,348.54
July 2032	0.00	49,645.81
August 2032	0.00	47,993.82
September 2032	0.00	46,391.15
October 2032	0.00	44,836.40
November 2032	0.00	43,328.24
December 2032	0.00	41,865.35
January 2033	0.00	40,446.44
February 2033	0.00	39,070.28
March 2033	0.00	37,735.66
April 2033	0.00	36,441.39
May 2033	0.00	35,186.34
June 2033	0.00	33,969.39
July 2033	0.00	32,789.46
August 2033	0.00	31,645.49
September 2033	0.00	30,536.47
October 2033	0.00	29,461.39
November 2033	0.00	28,419.28
December 2033	0.00	27,409.21
January 2034	0.00	26,430.25
February 2034	0.00	25,481.51
March 2034	0.00	24,562.14
April 2034	0.00	23,671.27
May 2034	0.00	22,808.10
June 2034	0.00	21,971.83
July 2034	0.00	21,161.67
August 2034	0.00	20,376.88
September 2034	0.00	19,616.72
October 2034	0.00	18,880.48
November 2034	0.00	18,167.47
December 2034	0.00	17,477.00
January 2035	0.00	16,808.43
February 2035	0.00	16,161.12
March 2035	0.00	15,534.45
April 2035	0.00	14,927.81
May 2035	0.00	14,340.62

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
June 2035	\$ 0.00	\$ 13,772.30
July 2035	0.00	13,222.32
August 2035	0.00	12,690.12
September 2035	0.00	12,175.19
October 2035	0.00	11,677.01
November 2035	0.00	11,195.09
December 2035	0.00	10,728.95
January 2036	0.00	10,278.13
February 2036	0.00	9,842.16
March 2036	0.00	9,420.61
April 2036	0.00	9,013.05
May 2036	0.00	8,619.06
June 2036	0.00	8,238.23
July 2036	0.00	7,870.18
August 2036	0.00	7,514.51
September 2036	0.00	7,170.86
October 2036	0.00	6,838.87
November 2036	0.00	6,518.18
December 2036	0.00	6,208.46
January 2037	0.00	5,909.36
February 2037	0.00	5,620.58
March 2037	0.00	5,341.79
April 2037	0.00	5,072.69
May 2037	0.00	4,812.99
June 2037	0.00	4,562.40
July 2037	0.00	4,320.64
August 2037	0.00	4,087.43
September 2037	0.00	3,862.53
October 2037	0.00	3,645.66
November 2037	0.00	3,436.59
December 2037	0.00	3,235.07
January 2038	0.00	3,040.86
February 2038	0.00	2,853.74
March 2038	0.00	2,673.49
April 2038	0.00	2,499.90
May 2038	0.00	2,332.75
June 2038	0.00	2,171.84
July 2038	0.00	2,016.98
August 2038	0.00	1,867.97
September 2038	0.00	1,724.64
October 2038	0.00	1,586.79
November 2038	0.00	1,454.26
December 2038	0.00	1,326.87

<u>Distribution Date</u>	<u>Class JT</u>	<u>Classes F, NB, NP and ZY (in the aggregate)</u>
January 2039	\$ 0.00	\$ 1,204.47
February 2039	0.00	1,086.89
March 2039.	0.00	973.97
April 2039.	0.00	865.57
May 2039	0.00	761.54
June 2039	0.00	661.74
July 2039	0.00	566.03
August 2039	0.00	474.27
September 2039	0.00	386.34
October 2039	0.00	302.12
November 2039	0.00	221.47
December 2039	0.00	144.28
January 2040	0.00	70.44
February 2040 and thereafter	0.00	0.00



\$611,324,356

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May 20, 2010

JPMorgan

Aladdin Capital LLC